Critical Minerals Americas Inc. Announces Reverse Takeover of Good2Go4 Corp. and Announces $8 Million Brokered Private Placement Offering to Advance Its Large-Scale Mineralized Shale Exploration of Critical Minerals with Rare Earth Elements Assets

written by Raj Shah | March 30, 2026

March 30, 2026 (Source) – Critical Minerals Americas Inc. ("**CMAI**") and Good2Go4 Corp. (TSXV: GFOR.P) ("**GFOR**") are pleased to announce that they have entered into a definitive agreement dated March 30, 2026 (the "**Definitive Agreement**"), pursuant to which GFOR and CMAI intend to complete a business combination or other similarly structured transaction which will constitute a reverse take-over of GFOR (the "**RTO Transaction**"). It is intended that the RTO Transaction will be an arm's length "Qualifying Transaction" for GFOR, as such term is defined in Policy 2.4 – *Capital Pool Companies* of the Corporate Finance Manual of the TSX Venture Exchange (the "**Exchange**" or the "**TSXV**"). Trading of the common shares of the GFOR has been halted and it is expected that the common shares of GFOR will remain halted until completion of the RTO Transaction. Pursuant to the RTO Transaction, GFOR will change its name to "Critical Minerals Americas Inc." (the "**Name Change**") and has reserved the

ticker symbol “CMAI” on the Exchange, subject to TSXV approval.

CMAI is also pleased to announce a “best efforts”, brokered private placement offering (the “**Offering**“) of securities (the “**Offered Securities**“) of CMAI for aggregate proceeds of up to $8,000,000, comprised of:

a) subscription receipts of CMAI (the “**HD Subscription Receipts**“) at a price of $1.20 per HD Subscription Receipt; and

b) flow-through subscription receipts of CMAI (the “**FT Subscription Receipts**“) at a price of $1.40 per FT Subscription Receipt.

The Offering is being led by Research Capital Corporation (“**RCC**“) as lead agent and sole bookrunner, on behalf of a syndicate of agents, including Hampton Securities Ltd. (together, the “**Agents**“).

In connection with the Offering, it is expected that certain members of management and directors of CMAI and other president’s list investors, to be mutually agreed between CMAI and RCC, will be subscribing in the Offering alongside other investors for up to $2,000,000 in gross proceeds.

Each HD Subscription Receipt will entitle the holder thereof, without payment of any additional consideration and without further action on the part of the holder, upon the satisfaction of the Escrow Release Conditions (as defined herein) to receive one unit of CMAI (a “**Unit**“). Each Unit will consist of one common share of CMAI (an “**Underlying Share**“) and one-half of one common share purchase warrant (each whole warrant, an “**Underlying Warrant**“). Each Underlying Warrant will entitle the holder thereof to purchase one common share of CMAI at an exercise price of $1.55 at any time up to 36 months from the satisfaction of the Escrow Release Conditions.

Each FT Subscription Receipt will entitle the holder thereof to receive, without any further action and without payment of additional consideration, upon the satisfaction of the Escrow Release Conditions to receive one flow-through unit of CMAI (each, a "**FT Unit**"). Each FT Unit will consist of one Underlying Share to be issued as a "flow-through share" as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**") and one-half of one Underlying Warrant.

The net proceeds from sale of the HD Subscription Receipts will be used to advance the SBH Project (as described herein), including, field work and exploration permits for drilling, bioleaching processing and recovery studies, and indigenous engagements, and for working capital and general corporate purposes. The gross proceeds from the sale of the FT Subscription Receipts will, upon satisfaction of the Escrow Release Conditions, be used to incur eligible "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act that qualify as "flow-through critical mineral mining expenditures" as defined in subsection 127(9) of the Tax Act to be eligible for Critical Mineral Exploration Tax Credit (the "**Qualifying Expenditures**") on or before December 31, 2027, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Subscription Receipts (as applicable) effective December 31, 2026 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Subscription Receipts.

The combined CMAI and GFOR entity will be referred to herein as the resulting issuer (the "**Resulting Issuer**"). Upon completion of the RTO Transaction and satisfaction of the Escrow Release Conditions, the common shares of the Resulting Issuer (the "**RI Common Shares**") will be listed on the Exchange (the "**Listing**").

In connection with the RTO Transaction, it is intended that,

among other things: (i) the HD Subscription Receipts and the FT Subscription Receipts will be converted into the Underlying Shares and the Underlying Warrants; (ii) all of the outstanding common shares of CMAI (including the Underlying Shares) will be exchanged for RI Common Shares on a one-for-one basis (the "**Exchange Ratio**") of one RI Common Share for each one common share of CMAI following completion of the consolidation (the "**Share Consolidation**") of all of GFOR's issued and outstanding common shares and options on a 7.2:1 basis; and (iii) the Underlying Warrants, options of CMAI, and the Broker Warrants (as defined herein) will be exchanged for warrants (the "**RI Warrants**") and the options of the Resulting Issuer on equivalent terms. The RI Common Shares and the RI Warrants issued pursuant to the completion of the RTO Transaction will not be subject to a statutory hold period or resale restrictions.

Sponsorship

The RTO Transaction is subject to the sponsorship requirements of the TSXV. GFOR intends to apply for a waiver from the sponsorship requirements in light of RCC's engagement in the Offering; however, there can be no assurance that a waiver will be obtained.

About Critical Minerals Americas Inc.

CMAI is advancing the development of long-term domestic supplies of critical minerals and rare earth elements ("**REEs**") through its 100% owned SBH Project. The SBH Project is located ~120 km north of Fort McMurray, Alberta, in the Athabasca oil sands region and is considered one of the largest known accumulations of recoverable Critical Minerals with Rare Earth Elements located in North America. The SBH Project is considered by CMAI as one of the largest known accumulations of Critical Minerals with Rare Earth Elements hosted in black shale formations

located in North America.

Large-Scale Conceptual Mineralized Shale Exploration Tonnage Target Size (National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") Technical Report Completed in August 2025)[(1)]

- The Conceptual Buckton South Exploration Target contains a tonnage range of approximately 10.3 – 15.4 billion tonnes ("**BT**") of total black shale material from the combined Labiche, Second White Specks, and Belle Fourche/Shaftesbury formations. Within this exploration target area, a historical NI 43-101 compliant Inferred Mineral Resource of 497 million tonnes of metalliferous black shale was defined in 2013 by DNI Metals Inc. The historical Buckton South mineral resource estimate was disclosed by DNI Metals Inc. in an independent NI 43-101 technical report entitled: "National Instrument 43-101 Technical Report, Maiden Inferred Resource Estimate for the Buckton South Zone, SBH Property, Northeast Alberta. Prepared for DNI Metals Inc." by APEX Geoscience Ltd., March 1, 2013[(2)]. The Buckton Soth historical resource was prepared using a 3D geological model based on three (3) vertical drill holes with multi-element analyses ((Mo, Ni, U, V, Zn, Cu, Co, Li, Sc, Th, La, Ce, Pr, Nd, Sm, E, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu, Y)) and reported as a NSR resource estimate at a minimum cut-off grade of US$10/tonne. The historical Buckton South mineral resource estimate was categorized as "Inferred" based on the current CIM Definition Standards for Mineral Resources and Mineral Reserves. The reliability of the historical Buckton South resource estimate is considered reasonable and relevant to the Exploration Target as it highlights the mineralization potential of a portion of the

Exploration Target and it was prepared in accordance with CIM Definition Standards, utilized ordinary kriging interpolation on a block model created rom a modern drilling database and was subject to QA-QC protocols including blanks and standards, but a qualified person has not done sufficient work to classify the historical Buckton South resource estimate as a current mineral resource nor is CMAI treating it as a current mineral resource. There is no other recent mineral resource estimate on the Buckton South target area. CMAI plans on conducting an exploration program, including twinning of historical diamond drill holes, to verify the historical estimate as a current mineral resource.

- The conceptual Asphalt Exploration Target contains a tonnage range of approximately 6.9 – 10.3 BT of total black shale material from the combined Labiche, Second White Specks, and Belle Fourche/Shaftesbury formations. Historic drilling took place at the Asphalt target, but a mineral resource was never disclosed.
- Primary conceptual exploration targets (Lower Buckton, Buckton South, Asphalt) contain a tonnage range of 19.5 billion to 29.2 BT.

Exploration Target Area	Areal Extent (km2)	Formation Thickness (m)		Tonnage range (BT)		Grade Range (in ppm)																					
						Mo		Ni		U		V		Zn		Cu		Co		Th		Sc		Li		TREO	
		Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.
Lower Buckton	9.6	87.5	131.2	2.3	3.5	1.4	78.4	37.2	152.5	3.5	37.9	173.9	775	96.1	318.3	22.4	89.6	9.6	25.1	8	13.8	9.3	19.2	46.5	88.2	159.9	404.9
Buckton South	66.9	56.1	84.1	10.3	15.4	1.6	73.1	34.7	154.9	3.8	31.4	184.5	907.9	100.8	328.4	24.9	103.6	9.6	25.2	8.3	13.0	9.6	18.8	55.2	114.1	160.8	330.6
Asphalt	47.5	54.3	81.5	6.9	10.3	1.7	91.7	40.0	177.1	4.9	42.8	203.9	829.5	96.9	358.2	25.3	104.5	9.9	28.1	8.4	14.1	10.3	18.8	61.2	116.9	167.9	538.5
Exploration Target total	**124.0**	**66.0**	**98.9**	**19.5**	**29.2**	**1.6**	**81.1**	**37.3**	**161.5**	**4.1**	**37.4**	**187.4**	**837.5**	**97.9**	**335.0**	**24.2**	**99.2**	**9.7**	**26.1**	**8.2**	**13.6**	**9.7**	**18.9**	**54.3**	**106.4**	**162.9**	**424.7**
SBH Property Expansion Potential	97.9	66.0	98.9	15.0	23.0	1.6	81.1	37.3	161.5	4.1	37.4	187.4	837.5	97.9	335.0	24.2	99.2	9.7	26.1	8.2	13.6	9.7	18.9	54.3	106.4	162.9	424.7
Total	**221.9**			**34.48**	**52.22**	**1.6**	**81.1**	**37.3**	**161.5**	**4.1**	**37.4**	**187.4**	**837.5**	**97.9**	**335.0**	**24.2**	**99.2**	**9.7**	**26.1**	**8.2**	**13.6**	**9.7**	**18.9**	**54.3**	**106.4**	**162.9**	**424.7**

Note: Total Rare Earth Oxides = La_2O_3 + Ce_2O_3 + Pr_2O_3 + Nd_2O_3 + Sm_2O_3 + Eu_2O_3 + Gd_2O_3 + Tb_2O_3 + Dy_2O_3 + Ho_2O_3 + Er_2O_3 + Tm_2O_3 + Yb_2O_3 + Lu_2O_3 + Y_2O_3

Table 1. Conceptual Mineralized Shales Exploration Tonnage Target Sizes (Billions of Tonnes) and Grade Ranges (in ppm).

To view an enhanced version of this graphic, please visit: https://images.newsfilecorp.com/files/9351/290436_image1_550.jpg

Established Accumulations of Critical Minerals and Heavy/Light

Rare Earths

- Mineralized black shale formations include:
  - Critical Minerals – molybdenum, nickel, uranium, vanadium, zinc, copper, cobalt, lithium, and scandium; and
  - Heavy and Light REEs – lanthanum, cerium, praseodymium, neodymium, samarium, europium, gadolinium, terbium, dysprosium, holmium, erbium, thulium, ytterbium, lutetium, yttrium, and thorium, excluding promethium.

SBH Project is Located in a Strategic Jurisdiction with Aligned Interests of North American Governments

- Strategically positions CMAI to support the supply chain of automotive, defense and advanced manufacturing sectors in North America, which were disrupted by export controls on heavy rare earths from China.
- SBH Project is located in Alberta, Canada with established permitting and regulatory frameworks.
- Expected access to roads, airports, power, skilled labour, and services enables faster development and lower capital intensity from neighboring resource projects.

Historical Metallurgical Bioleaching Test Work with Demonstrated Recoveries

- Prior bioleaching test work on SBH Project’s black shales conducted by the Government of Canada, Province of Alberta and other private and public organizations.
- Results of bioleaching showed promising amenability and

potential economic viability of deposits.
- Advancing processing and bioleaching concepts, positioning CMAI as part of the midstream solution in addition to upstream, further aligning with government interests to build processing capacity outside of China.

The conceptual Exploration Tonnage and Grade Targets (the "**Exploration Targets**") for the SBH Project are used to provide an estimate of the potential quantity and grades of a mineral deposit, based on known and additional limited geological evidence. It is an early-stage assessment of existing data that will help CMAI to guide further exploration, but is not a mineral resource nor a mineral reserve and should not be treated as such.

The conceptual Exploration Targets for the SBH Project were developed by Apex Geoscience Ltd. ("**Apex**"), an independent geological consulting firm, using existing historical geological and drilling data, to provide an evaluation of the potential tonnages and grades of mineralized black shale horizons within the SBH Project. These Exploration Tonnage Targets were calculated for the Lower Buckton, Buckton South and Asphalt zones for each of the laterally continuous Labiche, Second White Specks, and the Belle Fourche/Shaftesbury Formations (Figure 1).

The conceptual Lower Buckton Exploration Target contains a range of approximately 2.3 – 3.5 BT of total black shale material from the combined Labiche, Second White Specks, and Belle Fourche/Shaftesbury formations. Within this exploration target area, a historical NI 43-101 compliant Mineral Resource Estimate ("**MRE**") of 4.4BT of metalliferous black shale was defined in 2013 within the former Buckton Zone Deposit by a previous operator, DNI Metals Inc. The portion of the historical Buckton Zone historical mineral resource that falls within the current SBH Project represents approximately 12.9% (or 572.8 million

tonnes) of the 2013 Buckton Zone historical Mineral Resource. The Buckton Zone historical resource estimate was disclosed by DNI Metals Inc. in an independent NI 43-101 technical report entitled “National Instrument 43-101 Technical Report, Updated and Expanded Mineral Resource Estimate for the Buckton Zone, SBH Property, Northeast Alberta. Prepared for DNI Metals Inc.” by APEX Geoscience Ltd., September 9, 2013[3]. The historical resource was prepared using a 3D geological model based on 17 vertical drill holes with multi-element analyses (Mo, Ni, U, V, Zn, Cu, Co, Li, Sc, Th, La, Ce, Pr, Nd, Sm, E, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu, Y) and reported as a NSR resource estimate at a minimum cut-off grade of US$10/tonne. The historical Buckton Zone mineral resource estimate was categorized as both “Indicated” and “Inferred” based on the current CIM Definition Standards for Mineral Resources and Mineral Reserves. The reliability of the historical Buckton Zone resource estimate is considered reasonable and relevant to the Exploration Target as it highlights the mineralization potential of a portion of the Exploration Target and it was prepared in accordance with CIM Definition Standards, utilized ordinary kriging interpolation on a block model created from a modern drilling database and was subject to QA-QC protocols including blanks and standards but a qualified person has not done sufficient work to classify the historical Buckton Zone resource estimate as a current mineral resource nor is CMAI treating it as a current mineral resource. There is no other recent mineral resource estimate on the Lower Buckton target area. CMAI plans on conducting an exploration program, including twinning of historical diamond drill holes, to verify the historical estimate at the Lower Buckton target as a current mineral resource.

In accordance with NI 43-101, the potential quantity and grade of the Exploration Targets are conceptual in nature. There has been insufficient exploration to define a Mineral Resource as

defined by NI 43-101, and it is uncertain if further exploration will result in the Exploration Targets being delineated as a Mineral Resource.

The conceptual Exploration Targets are constrained to the Mineralised Zones/Formations and do not include prospective and targets that CMAI has identified outside of the Exploration Target Areas. However, the Labiche, Second White Specks, and the Shaftesbury formations occur throughout the western portion of the SBH Project area as confirmed by diamond drilling, oil and gas well logs, mapping, and sampling work. Based on average tonnages calculated for the conceptual Exploration Target areas, the total expansion potential for the SBH Project is approximately 97.9 km^2 with a potential to host an additional 15 to 23 BT of black shale in the Labiche, Second White Specks, and the Upper Belle Fourche/Shaftesbury Formations respectively, the total potential conceptual tonnage amounts to approximately 34.5 to 52.2 BT with similar average grade ranges (Figure 2). In accordance with NI 43-101, the potential quantity and grade of the expansion potential of the Exploration Targets are conceptual in nature. There has been insufficient exploration to define a Mineral Resource as defined by NI 43-101, and it is uncertain if further exploration will result in the conceptual Exploration Targets being delineated as a Mineral Resource.

Methodology and Determination for the Exploration Targets

CMAI engaged Apex as an independent consultant to review all exploration and drilling (both diamond drilling and oil and gas well logs) conducted to date on the SBH Project and to complete Exploration Targets for the Lower Buckton, Buckton South and Asphalt Target areas respectively.

The conceptual Exploration Target areas are based on Apex’s interpretation of the following geology and mineralization that

has been compiled to date:

- 8 diamond drill holes;
- 317 oil and gas well drill holes;
- 1,065 drill hole multi-element analyses results;
- Surface geological mapping, and diamond drill core logging; and,
- Detailed LIDAR surface topography over the Project area.

The Exploration Target areas are based on Apex's interpretation of the following geology and mineralization that has been compiled to date.

Apex's methodology to complete the conceptual Exploration Target estimate included a complete review of the data and 3D geological modelling to create a volume for each of the black shale formations within the Exploration Target areas. The Labiche, Second White Specks (SWS) and Shaftesbury black shale formation domains were interpreted where geological and oil or gas well information was available with sufficient quantity and quality.

The conceptual Exploration Targets lateral extents were calculated centered around historical diamond drilling at each of the Lower Buckton, Buckton South and Asphalt zones, and extended laterally until the perimeter equated between 625 and 750 masl and restricted by the SBH Property boundary and the 100 m highway buffer running east-west in the centre of the SBH Property. The 625 masl elevation contour approximately represents the basal erosional line of the Second White Specks Formation. The 750 masl contour defines an approximate maximum of 100 m of overburden and Labiche Formation. Local adjustments of a maximum of 20 m of elevation were made based on historical field observations, drilling, and historical mapping.

To calculate the ranges of raw tonnages, the average thickness of each formation within the exploration target area was determined from the mean length of formation intercepts observed in historical diamond drillholes. For the Lower Buckton Formation, intercepts from drillhole 7BK03, located immediately north of the Property, were also included in the calculation due to the continuity of stratigraphy across the property boundary.

The lateral extent of each formation was then multiplied by the calculated average thickness to derive a representative formation volume. To reflect inherent geological variability and uncertainty in thickness and continuity, a range of volumes was established by applying a ±20% adjustment to the calculated average volume.

These volume ranges were subsequently converted to tonnage ranges by applying representative specific gravity (SG) values for each formation. Specific gravity values were derived from density samples collected within each formation, with only samples from within the defined exploration target areas considered in the analysis. Results from the Buckton South area returned higher-than-expected SG values for black shale, particularly the Labiche Formation. To ensure a conservative approach, Buckton South and Asphalt specific gravity values were averaged for the Labiche and SWS formations, thereby reducing the impact of anomalously high shale SG values. For the Shaftesbury formation, SG values were applied consistently across all target areas. The resulting tonnage ranges provide the basis for subsequent estimates of elemental content (i.e. grade) within the black shales.

Elemental grades for the exploration targets were estimated from historical multi-element geochemical assays. For each formation at each Exploration Target, the length-weighted average grade of the sampled drillhole intercepts was calculated for the suite of

rare earth elements and critical metals under consideration. To reflect uncertainty in the available data, a grade range was established by applying a ±20% adjustment to the calculated average for each element.

In accordance with NI 43-101, the potential quantity and grade of the Exploration Targets are conceptual in nature. There has been insufficient exploration to define a Mineral Resource as defined by NI 43-101, and it is uncertain if further exploration will result in the Exploration Targets being delineated as a Mineral Resource.

Further Details on the Brokered Subscription Receipt Financing

In addition, CMAI has granted the Agents an option (the "**Agents' Option**") to offer up to an additional number of HD Subscription Receipts and/or FT Subscription Receipts for gross proceeds of up to 15% of the gross proceeds of the Offering at any time up to 48 hours prior to closing of the Offering.

The gross proceeds of the Offering, less the Agents' expenses and 50% of the cash commission will be deposited and held by a licensed Canadian trust company or other escrow agent (the "**Escrow Agent**") mutually acceptable to the Agents and CMAI in an interest bearing account (the "**Escrowed Funds**") pursuant to the terms of a subscription receipt agreement to be entered into on the Closing Date (defined herein) among GFOR, CMAI and RCC and the Escrow Agent. The Escrowed Funds (less the remaining 50% of the cash commission, and any remaining costs and expenses of the Agents) will be released from escrow to the Resulting Issuer, as applicable, upon satisfaction of the following conditions (collectively, the "**Escrow Release Conditions**") no later than the 90th day following the Closing Date, or such other date as may be mutually agreed to in writing among GFOR, CMAI and RCC (the "**Escrow Release Deadline**"), including:

(A) the completion of the Share Consolidation and Name Change of GFOR;

(B) the receipt of all required shareholder and regulatory approvals, including, without limitation, the conditional approval of the Exchange for the listing of the RI Common Shares and the RTO Transaction;

(D) the completion, satisfaction or waiver of all conditions precedent to the RTO Transaction in accordance with the Definitive Agreement, to the satisfaction of RCC;

(E) the Resulting Issuer securities issued in exchange for the Underlying Shares and the Underlying Warrants not being subject to any statutory or other hold period in Canada;

(F) the representations and warranties of CMAI and GFOR contained in the agency agreement to be entered into in connection with the Offering being true and accurate in all material respects, as if made on and as of the escrow release date; and

(G) GFOR, CMAI and RCC having delivered a joint notice and direction to the Escrow Agent, confirming that the conditions set forth in (A) to (F) above having been met or waived.

As a condition precedent to the execution by the Agents of the joint notice and direction referred to in (G) above, the chief executive officer of each of GFOR and CMAI (or such other officers as may be acceptable to RCC, acting reasonably) will certify to RCC that the Escrow Release Conditions (other than that set out in (G) above) have been satisfied.

During the period commencing at closing of the Offering and ending on the earlier of the time of satisfaction of the Escrow Release Conditions and the Termination Time (as defined herein),

with prior written consent by RCC, CMAI may use (and the Escrow Agent will be authorized to release to CMAI) up to $3,000,000 of the Escrowed Funds to advance the SBH Project, and for working capital and general corporate purposes (the "**Early Release Escrowed Funds**").

If: (i) the satisfaction of the Escrow Release Conditions does not occur on or prior to the Escrow Release Deadline, or such other date as may be mutually agreed to in writing among GFOR, CMAI and RCC; or (ii) CMAI has advised RCC or the public that it does not intend to proceed with the RTO Transaction (in each case, the earliest of such times being the "**Termination Time**"), then all of the issued and outstanding Subscription Receipts shall be cancelled and the Escrowed Funds, plus any further amount of the Escrowed Funds released to CMAI in connection with the Early Release Escrowed Funds, shall be used to pay the holders of Subscription Receipts an amount equal to the issue price of the Subscription Receipts held by them (plus an amount equal to a *pro rata* share of any interest or other income earned thereon). If the Escrowed Funds are not sufficient to satisfy the aggregate purchase price paid for the then issued and outstanding Subscription Receipts (plus an amount equal to a *pro rata* share of the interest earned thereon), it shall be CMAI's sole responsibility and liability to contribute such amounts as are necessary to satisfy any such shortfall.

The Offering is expected to close on or about the week of April 27, 2026, or such other date as agreed to between CMAI and RCC (the "**Closing Date**") and is subject to certain conditions set out in the agency agreement. In connection with, and as a condition to, the completion of the RTO Transaction, the RI Common Shares (including those issued in exchange for the Offered Securities and issuable pursuant to the warrants and options of the Resulting Issuer) will be listed on the Exchange.

In connection with the Offering, the Agents will receive an aggregate cash fee equal to 7.0% of the gross proceeds of the Offering, subject to a reduction for certain purchasers on the "president's list". In addition, the Resulting Issuer will grant the Agents, on the date of closing of the Offering, non-transferable broker warrants (the "**Broker Warrants**") equal to 7.0% of the total number of Units sold under the Offering, subject to a reduction for certain purchaser on a "president's list". Each Broker Warrant will entitle the holder thereof to purchase one common share, or equivalent RI Common Share, at an exercise price equal to the issue price of the HD Subscription Receipts ($1.20) until the date that is 36 months following the satisfaction or waiver of the Escrow Release Conditions.

The securities offered have not been, nor will they be, registered under the U.S. Securities Act (as defined herein), as amended, or any state securities law, and may not be offered, sold or delivered, directly or indirectly, within the United States, or to or for the account or benefit of U.S. persons, absent registration or an exemption from such registration requirements.

This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful.

Proposed Management Team and Directors

Upon completion of the RTO, the following individuals will comprise the management and board of directors of the Resulting Issuer:

Denis Clement, Founder, President & CEO, Director

Mr. Clement is a highly experienced international business

executive with over 40 years' experience in finance, M&A, banking, law and management, primarily in the finance, oil and gas, mining and tech industries having raised over $2 billion in debt and equity in various industries including the mineral resource business. Mr. Clement has been a founder and a director of a number of successful resource, technology and finance companies. In particular, he was the founding President of CGX Energy Inc. and founder of Omai Gold Mines (TSXV: OMG), both TSXV listed companies, and has been involved in finance and business in numerous different international jurisdictions. Mr. Clement specifically has 11 years' experience on CMAI's current Alberta project as former Chairman and Director of DNI Metals Inc. Mr. Clement also practiced international and commercial law at Smith Lyons LLP, now Gowling WLG. Mr. Clement is a member of the Law Society of Ontario (ret.) and has a B.Comm. from Concordia University, a LL.B. from the University of Ottawa and a LL.M from the London School of Economics and Political Science, University of London.

John MacKenzie, CFO & Director

Mr. MacKenzie is a founder and former Chief Financial Officer of Evergreen Environmental Inc., an anaerobic digester of organic waste producing renewable natural gas. After spending ten years in the Entrepreneurial Services Group at E&Y / CG, Mr. MacKenzie spent fifteen years as founder and CEO at Canada's largest international large jet cargo airline AllCanada Express, now part of Cargojet Inc. (TSX: CJT) and six years as COO at ORNGE, Ontario's air ambulance provider. Mr. MacKenzie was former Chief Executive Officer of New Ruby Mining Corporation and Bronte Gold Corp., both exploration companies and has been an advisor to numerous domestic and international clients in the mining, financial services, energy, aviation, technology and emergency medical services.

Daniel Leroux, Vice President Exploration

Mr. Leroux is a professional geologist with over 30 years of experience in geology and mineral exploration in Canada and internationally in Africa, Europe, South America and Russia. He has been involved in project management, resource-reserve estimation, Preliminary Economic Assessment to feasibility studies, due diligence studies, valuation studies, and has extensive corporate and operational experience. He was the President and CEO and Director of Zodiac Gold Inc. ("**Zodiac**"), a private mineral exploration company (now an Exchange listed public company) from January 2021 to March 2022 where he was responsible for the planning and discovery of Zodiac's Arthington gold target area which is emerging as one of the most promising gold discoveries in West Africa. From 1993 to 2015, Mr. Leroux was a co-owner, Vice President and Principal Geologist of A.C.A. Howe International Limited, a Canadian based geological and mining consulting firm and from 2017 to 2019, the Global Business Manager and Principal Geologist for SGS Geological Services. Mr. Leroux holds both a Master of Science and Bachelor of Science degrees in Geology from Laurentian University. He is also a "qualified person" as defined by NI 43-101 and is a registered P.Geo. in Ontario, Alberta and Saskatchewan and is a Member of the Society of Economic Geologists and the Prospectors & Developers Association of Canada.

Hon. Sonya Savage, KC, Independent Director

Ms. Savage is a leading advocate in the energy industry, bringing a rare combination of senior government leadership, corporate executive experience, and private legal practice. She served for four years as a Senior Minister in the Government of Alberta, most recently as Minister of Environment and Protected Areas, and previously as Minister of Energy and Minister of

Justice and Solicitor General. As Minister of Environment and Protected Areas, Ms. Savage led the development of Alberta's Emissions Reduction and Energy Development Plan 2023, modernized Alberta's industrial carbon pricing and emissions trading system (TIER), and oversaw Alberta's ESG Secretariat, Emissions Reduction Alberta, Natural Resources Conservation Board, and Environmental Appeals Board. She also served as Alberta's primary intergovernmental representative on federal energy, climate and environmental policy matters. As Minister of Energy, Ms. Savage oversaw Alberta's energy and mineral resources, represented the province internationally at OPEC meetings and across the United States and Europe, and led the development of legal, policy, and fiscal frameworks for emerging growth areas including carbon capture, utilization and storage (CCUS), hydrogen, critical minerals, small modular reactors, geothermal energy, and renewables. Prior to public office, Ms. Savage held senior executive roles with the Canadian Energy Pipeline Association and Enbridge. She earned a Master of Laws (LLM) in 2015, with a published thesis on the evolving role of the National Energy Board and was appointed King's Counsel in 2022. She is currently Senior Counsel at Borden Ladner Gervais LLP.

Gregory Turnbull, KC, Independent Director

Mr. Turnbull brings extensive experience in corporate governance, finance, and securities laws, having served as an officer or director of numerous public and private companies. His prior board roles include Crescent Point Energy, Heritage Oil Limited, Storm Resources Ltd. and Sunshine Oilsands Ltd., as well as serving as Chair of Alberta Health Services and Chair of the Calgary Zoo. Mr. Turnbull is currently a director of SNDL Inc., Fiddlehead Resources Corp. and Sleeping Giant Capital Corp. and recently served as Strategic Advisor to Fasken. Prior to joining Fasken, he was a long-time partner and Managing Partner at McCarthy Tétrault LLP, where he advised boards of

directors and special committees on complex corporate governance matters. His experience includes advising on public and private equity and debt financings, takeover bids, initial public offerings, business combinations, and international stock exchange listings. Mr. Turnbull holds a Bachelor of Arts (Honours) from Queen's University and a Bachelor of Laws degree from the University of Toronto.

Evan Low, Corporate Secretary

Mr. Low is a partner in the Business Law Group at Cassels Brock & Blackwell LLP. He has extensive experience in corporate and securities laws, advising on both private and public Canadian and cross-border mergers and acquisitions, financings, corporate restructuring transactions, and governance matters. Mr. Low has acted as corporate secretary for companies listed on the Exchange and currently serves on the board of Ampere Alliance Ltd., an electrical integration and instrumentation service provider and manufacturer operating in Canada and the US. He holds a Bachelor of Arts from Brigham Young University and a Bachelor of Laws degree from the University of Victoria.

Kenneth Bradley, Strategic Advisor

Ken has held several senior positions with the Government of Alberta, including Assistant Deputy Minister for Research and External Relations in the Department of Energy, Vice Chairman of the Alberta Oil Sands Technology Research Authority (AOSTRA), (responsibilities subsequently incorporated into Alberta Innovates) where he was responsible for evaluating and funding oil sands technology initiatives, as well as managing the Government of Alberta's oil sands intellectual property, and Assistant Deputy Minister, International Marketing and Regional Development in the Department of Economic Development. While serving the Government of Alberta, Ken also served as a

Governing Board Member of the United Nations UNITAR Centre for Heavy Oil, acted as Vice-Chairman of the China-Alberta Petroleum Training Centre in Beijing, represented Alberta in numerous federal-provincial initiatives. Ken also worked closely with senior officials in the U.S. Department of Energy, the Federal Energy Regulatory Commission (FERC), and the California Public Utilities Commission (CPUC).

Liann Dsouza, Director of Projects – Bio-Hydrometallurgical & Strategical Development

Ms. Dsouza is an environmental scientist and biological systems specialist with experience at the intersection of industrial biotechnology, environmental science, and resource development. Her work focuses on integrating biological systems into large-scale industrial processes, particularly in areas involving biological extraction systems and process engineering. She has over eight years of experience working with complex biological systems in industrial settings, including the design and operation of large-scale bioreactors, development of microbial process workflows, and integration of biological data into engineering and process models. She previously served as Research Manager and Lead Scientist at Pond Technologies Inc., where she led applied algae research programs and supported the development of photobioreactor systems utilizing industrial emissions streams as carbon sources. Her work included collaborations with the National Research Council of Canada (NRC) and Agriculture and Agri-Food Canada (AAFC), as well as industry partners, on biological technologies related to carbon utilization and methane reduction in agricultural systems. In this role, she acted as a technical bridge between laboratory research, engineering teams, and executive leadership while managing multidisciplinary research initiatives and translating complex scientific data into operational and commercial insights.

Qualified Person

Daniel Leroux, M.Sc., P.Geo., is a Qualified Person as defined by NI 43-101, and member in good standing with the Professional Geoscientists of Ontario and the Association of Professional Engineers and Geoscientists of Alberta and Saskatchewan respectively. Mr. Leroux has reviewed and approved the technical information in this news release. Mr. Leroux is the Vice President Exploration for CMAI.

Further Information

CMAI and GFOR intend to provide additional information in subsequent news releases and/or supplement to GFOR's information circular or filing statement to be prepared in accordance with the listing requirements of the Exchange's policies.

About Good2Go4 Corp.

GFOR was incorporated under the *Canada Business Corporations Act* on June 23, 2021 and is a "capital pool company" listed on the Exchange. GFOR has no commercial operations and has no assets other than cash. GFOR's only business is to identify and evaluate assets or businesses with a view to completing a "qualifying transaction" as defined in Policy 2.4 – *Capital Pool Companies* of the Corporate Finance Policies of the Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities to be issued in connection with the RTO Transaction 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.

Completion of the RTO Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the RTO Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the RTO 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 RTO Transaction, any information released or received with respect to the RTO 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.

The TSX Venture Exchange has in no way passed upon the merits of the proposed RTO Transaction and has neither approved nor disapproved the contents of this press release

For further information concerning this press release, please contact the respective representatives of CMAI and GFOR as follows:

Critical Minerals Americas Inc.	**Good2Go4 Corp.**
John MacKenzie Chief Financial Officer & Director jmackenzie@criticalmineralsamericas.com www.criticalmineralsamericas.com or info@criticalmineralsamericas.com	James Cassina Chief Executive Officer, Chief Financial Officer, Secretary and Director cassina@bellnet.ca 416-619-9297

Cautionary Statement and Forward-Looking Information

All information contained in this news release with respect to CMAI and GFOR was supplied by the parties, respectively, for inclusion herein, and each such party has relied on the other party for any information concerning such party.

Certain statements contained in this press release constitute forward-looking information, including statements regarding the completion of the RTO Transaction and the Offering, the exercise of the Agent's Option, the timing for the Offering and the terms and size thereof and expected issuance of approval of GFOR's shareholders and the Exchange. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. The business of GFOR and the Resulting Issuer is subject to a number of material risks and uncertainties. Please refer to SEDAR+ filings for further details. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to negotiate and enter into the Definitive Agreement and satisfy the conditions to closing the Offering and the RTO Transaction, including obtaining the necessary corporate, regulatory and other third party approvals. The forward-looking information contained in this news release is made as of the date hereof and the parties are not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable

securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

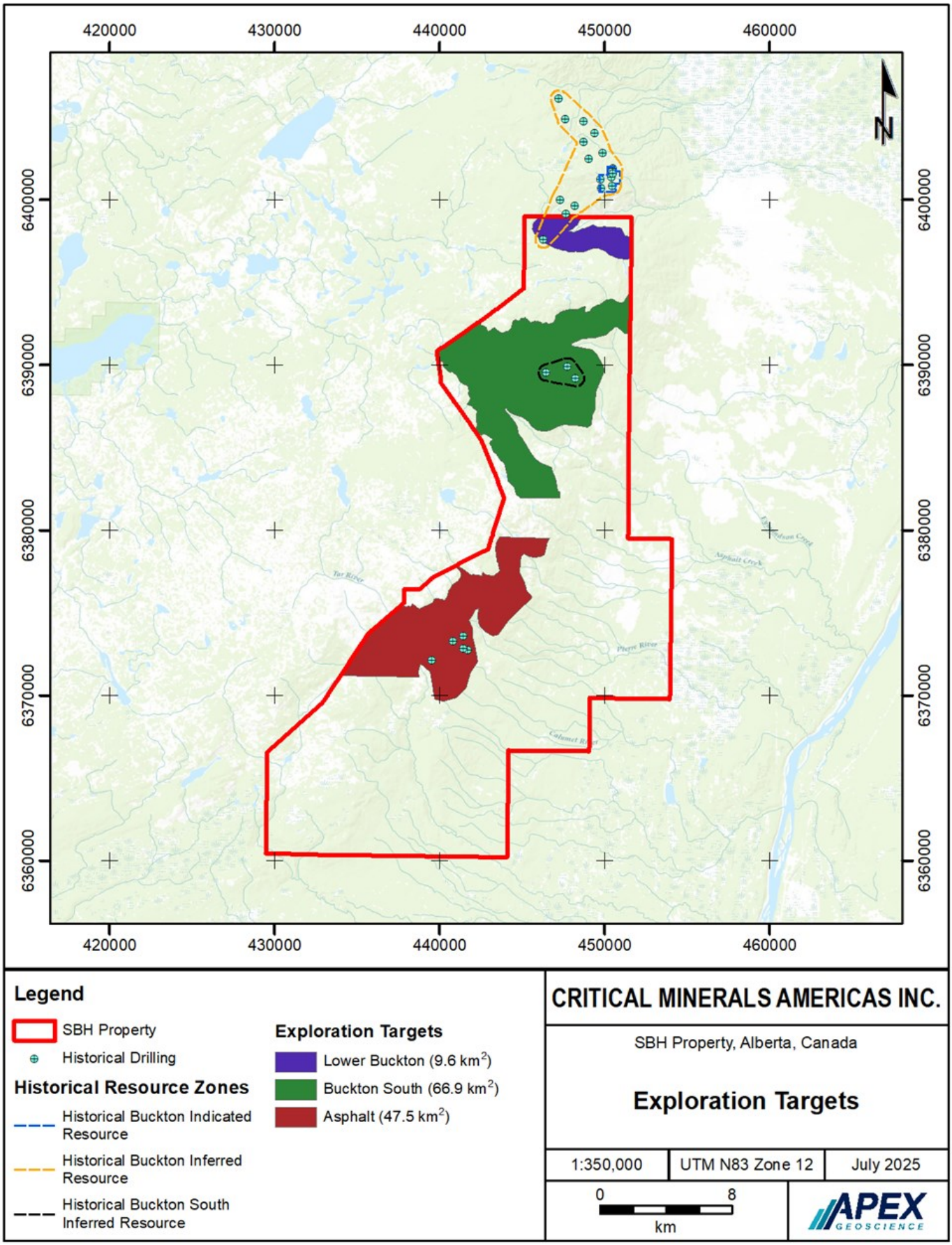


Figure 1. Exploration targets, historical drillholes and

historical resource outlines for the SBH Project.

To view an enhanced version of this graphic, please visit: https://images.newsfilecorp.com/files/9351/290436_9bde140f64b279e9_002full.jpg

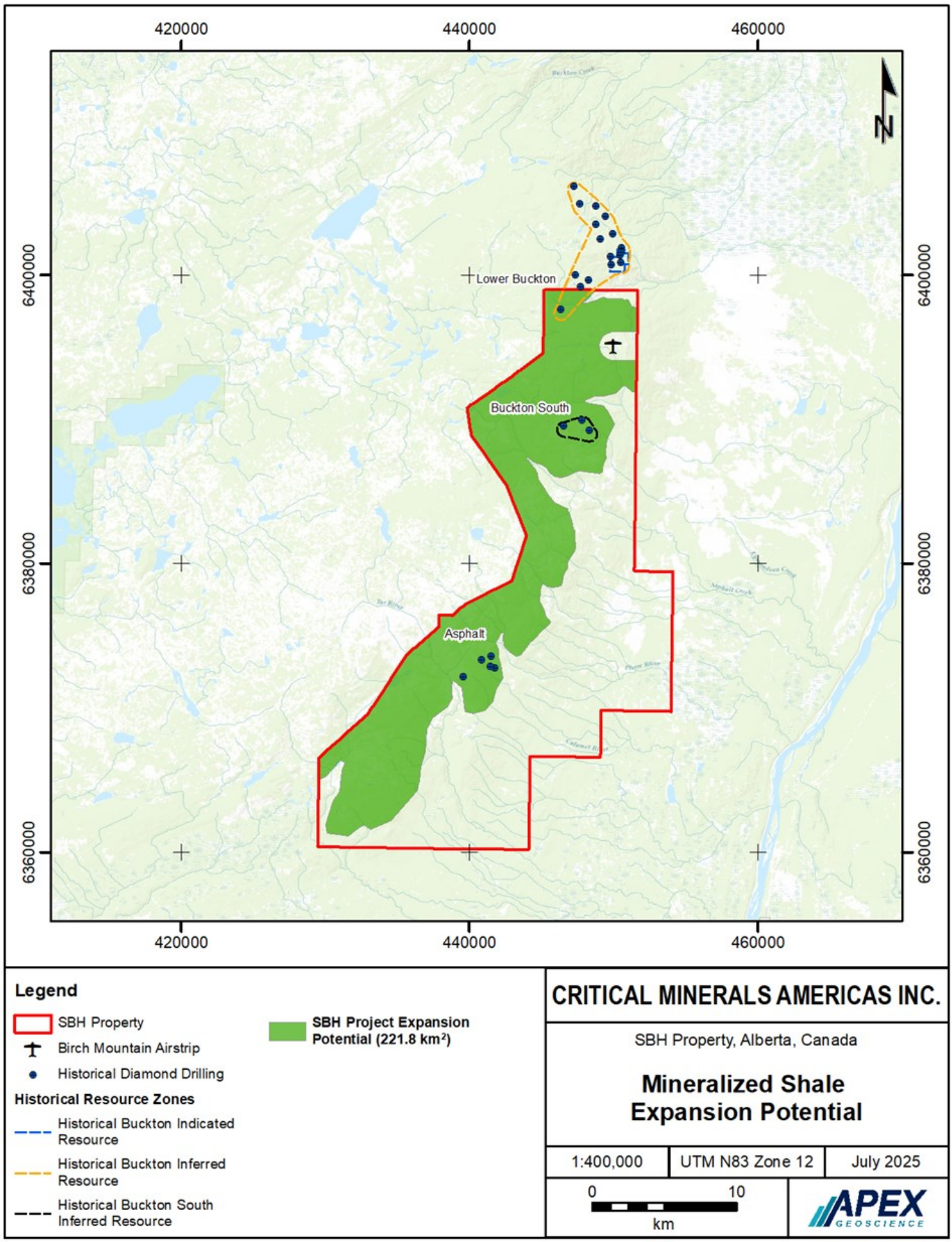


Figure 2. Exploration target expansion potential, historical

drillholes and historical resource outlines for the SBH Project. Exploration targets are inclusive within the area.

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