

Eclipse Gold Receives Final Court Order Approving Plan of Arrangement with Northern Vertex and Announces Security Holder Voting Results

written by Raj Shah | February 10, 2021

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Eclipse Gold Mining Corporation (“Eclipse”) (TSXV: [EGLD](#)) (OTC: EGLPF) **and Northern Vertex Mining Corp. (“Northern Vertex”)** (TSXV: [NEE](#)) (OTC-NASDAQ Intl: NHVCF) are pleased to announce that Eclipse has received a final order (the “**Final Order**”) from the Supreme Court of British Columbia approving the previously announced plan of arrangement (the “**Transaction**”) between Eclipse and Northern Vertex pursuant to which Northern Vertex will acquire all of the issued and outstanding common shares of Eclipse. Pursuant to the Transaction, Eclipse shareholders will be entitled to receive 1.09 common shares of Northern Vertex in exchange for each common share of Eclipse held. Please see the joint news releases of Northern Vertex and Eclipse dated December 7, 2020, December 21, 2020 and January 14, 2021 for further details regarding the Transaction, as well as Eclipse’s management information circular dated December 30, 2020 available under Eclipse’s corporate profile on SEDAR at www.sedar.com.

Receipt of the Final Order follows Eclipse’s special meeting of

securityholders held on February 4, 2021, where the Transaction was overwhelmingly approved by 99.82% of the votes cast by the shareholders of Eclipse and 99.83% of the votes cast by the shareholders and the optionholders of Eclipse voting as a single class. Closing of the Transaction remains subject to customary closing conditions, including final approval of the TSX Venture Exchange (the “**Exchange**”).

The Transaction is currently anticipated to close on February 12, 2021. Eclipse has applied to the Exchange to delist its common shares (the “**Eclipse Shares**”) from trading on the Exchange following the closing of the Transaction. Eclipse will request that trading in the Eclipse Shares will be halted after market close on Thursday, February 11, 2021. Assuming the Transaction closes on February 12, 2021, the common shares of Eclipse are expected to be delisted after market close on or about Tuesday, February 16, 2021.

About Northern Vertex

Northern Vertex Mining Corp. owns and operates the Moss Mine, currently the largest pure gold and silver mine in Arizona. Focused on low-cost gold and silver production, the company has experience across all areas of operations, mine development, exploration, acquisitions, and financing of mining projects. With operations at the flagship Moss, the company intends to consolidate additional producing and exploration gold assets within the Western US. Through mergers and acquisitions Northern Vertex’s corporate goal is to become a mid-tier gold producer.

About Eclipse Gold Mining

Eclipse Gold Mining is exploring the district-scale Hercules gold property within Nevada’s Walker Lane trend. The Hercules property is located only a one-hour drive from Reno and appears to have all the characteristics of a large, low-sulphidation

epithermal gold system. The company brings together a team with a track record of extensive M&A and nine successful buyouts totaling \$4.6 billion.

ON BEHALF OF THE BOARD OF DIRECTORS OF NORTHERN VERTEX MINING

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Cautionary Statement Regarding Forward Looking Information

All statements, trend analysis and other information contained in this press release about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. All statements, other than statements of historical fact, included herein, including, without limitation, statements regarding the closing of the Transaction, the anticipated benefits of the Transaction to Northern Vertex and Eclipse and their respective securityholders, the timing and receipt of receipt of stock exchange approvals for the Transaction, the proposed closing date of the Transaction and the delisting of the Eclipse shares from trading on the Exchange, are forward-looking statements. Although Northern Vertex and Eclipse believe that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements since neither Northern Vertex nor Eclipse can give assurance that such expectations will prove to be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the risks, uncertainties and other factors identified in the periodic filings of Northern Vertex and Eclipse with Canadian securities regulators, and assumptions made with regard to: the ability of Northern Vertex and Eclipse to complete the proposed Arrangement; the ability of Northern Vertex and Eclipse to secure the necessary legal and regulatory approvals required to complete the Arrangement; the estimated costs associated with the advancement

of the projects of Northern Vertex and Eclipse; and the ability of Northern Vertex and Eclipse to achieve the synergies expected as a result of the Arrangement. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Important factors that could cause actual results to differ materially from the expectations of Northern Vertex and Eclipse include risks associated with the businesses of Northern Vertex and Eclipse; risks related to the satisfaction or waiver of certain conditions to the closing of the Transaction; non-completion of the Transaction; risks related to reliance on technical information provided by Northern Vertex and Eclipse; risks related to exploration and potential development of Eclipse's projects; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as detailed from time to time and additional risks identified in Northern Vertex's and Eclipse's filings with Canadian securities regulators on SEDAR in Canada (available at www.sedar.com). Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Northern Vertex and Eclipse do not undertake any obligation to update forward looking statements except as required by applicable

securities laws. Investors should not place undue reliance on forward-looking statements.