

AIM6 Ventures Inc. Executes Non-Binding Letter of Intent for Qualifying Transaction with Bendito Resources Inc.

Toronto, Ontario--(Newsfile Corp. – July 24, 2024) - AIM6 Ventures Inc. (TSXV: AIMF.P) ("**AIM6**" or the "**Company**") and Bendito Resources Inc. ("**Bendito**", and together with the Company, the "**Parties**") are pleased to announce the execution of a non-binding letter of intent dated July 24, 2024, pursuant to which, among other things, AIM6 and Bendito intend to complete a business combination or other similarly structured transaction whereby Bendito will complete the reverse take-over of AIM6 (the "**Transaction**"). It is intended that the Transaction will constitute an arm's length "Qualifying Transaction" for AIM6, as such term is defined in Policy 2.4 - *Capital Pool Companies* (the "**Policy**") of the Corporate Finance Manual of the TSX Venture Exchange (the "**TSXV**"). The Parties intend to enter into a definitive agreement (the "**Proposed Definitive Agreement**") in respect of the Transaction.

The Qualifying Transaction

As will be set out in the Proposed Definitive Agreement, the Company is expected to acquire all of the issued and outstanding common shares of Bendito (the "**Bendito Shares**") pursuant to a three-cornered amalgamation to be completed under the *Business Corporations Act* (Ontario) by the Company, Bendito, and a wholly-owned subsidiary of the Company to be incorporated for the purpose of completing the amalgamation (the "**Amalgamation**"). The Amalgamation is expected to result in the issuance, to each shareholder of Bendito (each, a "**Bendito Shareholder**"), of one (1) Post-Consolidation Common Share (as defined below) for each one (1) Bendito Share held by such holder immediately prior to the closing of the Transaction (the "**Closing**"). As part of the Amalgamation, all convertible securities of Bendito outstanding immediately prior to the Closing are expected to be replaced with or exchanged for equivalent convertible securities of the Company entitling the holders thereof to acquire or receive Post-Consolidation Common Shares *in lieu* of Bendito Shares, subject to adjustment in connection with the Transaction.

The Amalgamation will result in the reverse takeover of the Company by the Bendito Shareholders and will constitute the Company's Qualifying Transaction. Following the completion of the Transaction, the Company, as the issuer resulting therefrom (the "**Resulting Issuer**"), is expected to carry on the current business of Bendito, being the exploration and development of Bendito's mineral properties. Upon completion of the Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 1 Mining Issuer on the TSXV (as defined by the policies of the TSXV).

Consolidation and Name Change

As will be further set out in the Proposed Definitive Agreement, the Company is expected to, prior to the Closing, (i) effect a consolidation (the "**Consolidation**") of its outstanding common shares (the "**Common Shares**" and, after giving effect to the Consolidation, the "**Post-Consolidation Common Shares**") at a consolidation ratio to be agreed upon by the Parties, and (ii) effect a change of its corporate name to such name as may be determined by Bendito and approved by the shareholders of the Company and is acceptable to the applicable regulatory authorities, including the TSXV (the "**Name Change**").

As of the date hereof, there are 8,900,000 Common Shares issued and outstanding, prior to giving effect to the Consolidation. Further, all outstanding incentive stock options and broker warrants of the Company will automatically adjust in accordance with their terms to give effect to the Consolidation such that, following the Consolidation, the holders thereof will be entitled to acquire Post-Consolidation Common Shares *in lieu* of Common Shares (with adjustments to account for the Consolidation Ratio).

Concurrent Financing and Special Warrant Financing

In connection with the Transaction, Bendito expects to undertake a brokered equity private placement (the "**Concurrent Financing**") of securities of Bendito for aggregate gross proceeds of not less than C\$15,000,000, at a price per security to be determined in the context of the market. In addition, Bendito also intends to undertake a private placement ("**Special Warrant Financing**") of special warrants (the "**Special Warrants**"), at a price to be determined in the context of the market and agreed upon by Bendito (prior to giving effect to any share split or consolidation of Bendito's securities following the date hereof).

Conditions Precedent

The completion of the Transaction will be subject to a number of terms and conditions to be set forth in the Proposed Definitive Agreement, including, among other things (i) there being no material adverse change in respect of either of the Parties, (ii) the receipt of all necessary consents and regulatory and shareholder approvals, including the conditional approval of the TSXV, subject only to customary conditions of closing, (iii) the completion of the Consolidation, Name Change and Concurrent Financing (iv) execution of the Proposed Definitive Agreement by the Parties, and (iv) such other customary conditions of closing for a transaction in the nature of the Transaction. Accordingly, there can be no assurance that the Transaction will be completed on the terms proposed and described herein, or at all.

Additional Information

Further updates in respect of the Transaction will be provided in a subsequent news release. Also, additional information concerning the Transaction, the Company, Bendito, and the Resulting Issuer will be provided in the filing statement, information circular or other disclosure document to be filed by the Company and Bendito in connection with the Transaction, which will be available in due course under the Company's SEDAR+ profile at www.sedarplus.ca.

Proposed Directors and Officers of the Resulting Issuer

Upon the completion of the Transaction, it is expected that the board of directors and officers of the Resulting Issuer will be reconstituted to be comprised of the individuals nominated by Bendito, subject to compliance with the requirements of the TSXV and applicable securities and corporate laws. Bendito intends that the board of directors of the Resulting Issuer will initially include Paul Huet and Steve Filipovic, and such other director nominees as may be determined by Bendito. It is expected that John Antwi will serve as President and Chief Executive Officer, Gavin Nelson will serve as Chief Financial Officer and Ian McMullan will serve as Chief Operating Officer of the Resulting Issuer.

John Antwi

John Antwi is a mining executive with 30 years of experience in Mine Technical and Financial Services with a knack for identifying the potential of geologic assets. He has been involved in many transactions: lately, he founded Elim Mining Incorporated, a British Columbia Corp, acquired the Sacaton (Cactus) mine and financed the resource development and first PEA of the project. He is a value driver with expertise in achieving strategic, operational, and financial goals for junior, mid-tier, and senior mining production companies. John is an innovative senior executive with expertise in implementing portfolio optimization initiatives and recommending project development opportunities to support corporate strategic objectives. He began his career as a geologist for AngloGold Ashanti and progressed to senior executive roles overseeing growth initiatives, mergers, and acquisitions with multi-billion-dollar organizations in the United States and Canada. Until recently John was the President and CEO of Elim Mining Incorporated, now Arizona Sonoran Copper Company. John is a founder of Bendito Resources – a mineral acquisition and development company. Mr. Antwi has a bachelor's degree in Geological Engineering from KNUST, Ghana and Masters in Mineral Economics from Colorado School of Mines.

Gavin Nelson

Gavin Nelson is a member in good standing of the Chartered Professional Accountants of Ontario with

over 15 years of finance experience in public practice and corporate accounting and reporting, including being responsible for all levels of financial reporting and day-to-day oversight for several public and private companies. Gavin is currently President of Halstone Corporate Services, a mining-focused accounting consultancy firm, as well as Chief Financial Officer of Doré Copper Mining Corp., and past Chief Financial Officer of Mexican Gold Corp. Mr. Nelson holds a Bachelor of Administrative and Commercial Studies (Finance), with a minor in Political Science, from the University of Western Ontario.

Ian McMullan

Ian McMullan is a professional engineer (P. Eng) and mining executive with over 28 years of operational, managerial, and corporate experience across North America. His experience includes a 20-yr tenure with Newmont Mining Corporation, highlighted by leading the ramp-up and expansion of both the Leeville and Carlin Portal Mines. As VP, Mining for Klondex Mines Ltd, he was responsible for the technical and operations teams of both an operating and growth portfolio of mines. Before joining Bendito, Ian served as COO of Arizona Sonoran Copper Company (ASCU) where he led the technical development of the Cactus Project and was an integral part of an executive team that launched ASCU as a public company in 2021 whilst raising more than USD\$70 million in funding to advance the project.

Paul Huet

Paul Andre Huet has over 30 years of career experience in the mining industry. He is well recognized for continually transforming, building value for shareholders, and producing positive cash flow for public and private organizations. Paul is a bilingual C-level executive with demonstrated expertise in launching, revitalizing, and leading multimillion-dollar organizations to achieve tremendous growth. He is a unique and inspiring leader, who consistently demonstrates the qualities that foster an innovative and engaging company culture, and to persevere despite challenges and complex market conditions. Most recently, Mr. Huet was President/CEO and Director of Klondex Mines from 2012 – 2018, until the acquisition by Hecla Mining Company. Paul has a strong command of capital markets and has served in all levels of engineering and operations of mining. Paul has been the Chairman and CEO of Karora Resources since 2019 and in his tenure has transformed Karora into a billion-dollar company. He has and continues to serve on several non-profit and publicly traded company boards.

Mr. Huet graduated with Honors from the Mining Engineering Technology program at Haileybury School of Mines in Ontario, and successfully completed the Stanford Executive program at the Stanford School of Business. In 2013 Mr. Huet was nominated for the Premiers Award in Ontario for outstanding College graduates; he is currently a member of OACETT as an applied Science Technologist and an Accredited Director.

Steve Filipovic

Steve Filipovic is a Chartered Professional Accountant with more than 23 years' financial management and oversight experience. Steve was a member of the executive team that founded Premier Gold Mines Limited in 2006 and, as its Chief Financial Officer, played an integral role in transitioning the company from explorer to producer until acquisition by Equinox Gold Corp. in 2021. Prior to that he served as Chief Financial Officer of Zinifex Canada Inc. and was Vice President, Finance of Wolfden Resources Inc. until its acquisition by Zinifex in 2007. Steve has held numerous director and/or senior officer roles with other reporting issuers and, prior to entering the mining sector, practiced as an Audit Manager with Ernst & Young LLP in their Calgary based Oil & Gas group. Steve holds an Honours Bachelor of Commerce Degree from Lakehead University, is a member in good standing with the Chartered Professional Accountants of Ontario, Chartered Professional Accountants of Alberta and is an ICD.D designated member of the Institute of Corporate Directors

Shareholder Approval

The Transaction is not a Non-Arm's Length Qualifying Transaction (as defined in the Policy) and,

accordingly, the Company is not required to obtain the approval of its shareholders for the Transaction. However, the Company intends to hold a special meeting of its shareholders, as soon as practical to approve certain matters ancillary to the Transaction, including the Name Change, the Consolidation, proposed directors of the Resulting Issuer, and, if applicable, the adoption of a new equity incentive plan for the Resulting Issuer (the "**Special Meeting**").

Sponsorship

The TSXV requires sponsorship of a Qualifying Transaction, unless exempt in accordance with the policies of the TSXV. The Parties are currently reviewing the requirements for sponsorship and may apply for an exemption from the sponsorship requirements pursuant to the policies of the TSXV. However, there can be no assurance that the Parties will ultimately obtain such exemption.

The Parties intend to provide any additional information regarding sponsorship at a later date, once determined by the Parties. In the event that the TSXV does not grant an exemption from the sponsorship requirements of the TSXV, the Parties would be required to engage a sponsor.

Trading Halt

In accordance with the policies of the TSXV, the Common Shares, which are currently listed on the TSXV under the symbol "AIMF.P", have been halted and it is expected that the Common Shares will remain halted until completion of the Transaction.

About Bendito

Bendito Resources Inc. is a private mineral resource company formed and led by experienced mining and exploration executives headquartered in Reno, Nevada, USA, and with regional offices in Hermosillo, Sonora, Mexico. Bendito fully owns a portfolio of diversified mineral projects in Mexico, including the Alacrán and Oposura projects, both of which have historically reported mineral resources. Bendito has executed a definitive agreement to acquire the Mt. Hamilton Project in Nevada, USA.

AIM6 Ventures

AIM6 was incorporated under the *Business Corporations Act* (Ontario) on January 13, 2021, and is a Capital Pool Company (as defined in the policies of the TSXV) listed on the TSXV. AIM6 has no commercial operations and no assets other than cash.

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Cautionary Statements

This news release contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will",

"estimates", "believes", "intends" "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning the Transaction (including the Name Change and the Consolidation,), the Special Warrant and/or the Concurrent Financing, the Special Meeting, the Proposed Definitive Agreement, and the proposed structure by which the Transaction is to be completed. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Parties, including expectations and assumptions concerning (i) the Company, Bendito, the Resulting Issuer, and the Transaction, (ii) the ability of the Parties to negotiate and enter into the Proposed Definitive Agreement on satisfactory terms as proposed, (iii) the timely receipt of all required shareholder, court and regulatory approvals (as applicable), including the approval of the TSXV, and (iv) the satisfaction of other closing conditions in accordance with the terms of the Proposed Definitive Agreement. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Parties. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the respective management of the Parties at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release, and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, neither Party undertakes any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to the requirements of the TSXV, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the 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 Transaction, any information released or received with respect to the 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 Inc. has in no way passed upon the merits of the proposed Qualifying Transaction and has neither approved nor disapproved the contents of this news release.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in the United States or in any other jurisdiction, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the U.S. Securities Act, or any state securities laws, and accordingly, may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom.

Neither TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.