



*Suite 1240- 789 West Pender St.  
Vancouver, British Columbia V6C 1H2*

## **Vertical Exploration Signs Major Letter of Intent Offtake Arrangement for its St-Onge Wollastonite**

**VANCOUVER, BC / August 16th, 2022 / VERTICAL EXPLORATION INC. (TSX-V: VERT)** ("Vertical" or "the Company") is very pleased to announce that it has signed a non-binding Letter of Intent (LOI) to enter into a major Offtake Arrangement for the Company's premium-quality St-Onge Wollastonite.

Vertical has signed a non-binding LOI with Third Gate Capital Management LLC ("Third Gate") that calls for Third Gate to purchase the significant majority of the Company's annual production of its St-Onge Wollastonite during the first year, and potentially future years, for the term of the Offtake Arrangement. Vertical is currently permitted for an annual production level of 100,000 tonnes of wollastonite from its St-Onge property.

The key terms and conditions of the Offtake Arrangement are set forth as follows:

### **1. Offtake Agreement**

Vertical and Third Gate will enter into an Offtake or Distribution agreement (the "Offtake Agreement"), pursuant to which Third Gate may, at any time during the term of the Offtake Agreement and in its discretion, purchase the significant majority of Vertical's St-Onge wollastonite at a price to be determined.

### **2. Closing Conditions**

Vertical and Third Gate will use their commercially reasonable efforts to complete the Offtake Arrangement contemplated herein on or before September 30th, 2022, or such other date as the parties may mutually agree to in writing. The Offtake Arrangement shall be governed by and construed under the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

In addition to the conditions set forth in the LOI, the completion of the Offtake Arrangement transactions contemplated will be subject to other standard closing conditions for transactions of similar size and nature, including but not limited to the following:

(a) **Formal Documentation:** The parties will enter into formal agreements, commercial or other agreements and documents with respect to the transactions contemplated hereunder, which will

contain detailed representations, warranties and covenants of each party, and other terms customary for transactions of the size and complexity as those contemplated hereunder; and

(b) Approvals and Consents: The parties will obtain all necessary regulatory and third party approvals and consents, including but not limited to all necessary prior approvals from the TSX Venture Exchange.

### **3. Termination**

The non-binding LOI between Vertical and Third Gate may be terminated:

(a) By the parties upon their mutual agreement;

(b) By either party by written notice to the other upon:

(i) the transactions contemplated hereunder not completing by September 30th, 2022; or

(ii) the other party remains in material breach of any of its respective obligations herein, after having received 30 day prior notice of such material breach from the terminating party.

Peter P. Swistak, President/CEO of Vertical Exploration Inc., commented: “We are delighted to have signed an LOI for a major large tonnage Offtake Arrangement for our premium St-Onge wollastonite with Third Gate. Since receiving quarry and production approval for our St-Onge property just under a year ago, we have made great strides towards developing a range of new and exciting markets for our premium wollastonite product. We are therefore very pleased to be working with a top-tier company such as Third Gate that both appreciates the unique characteristics of our St-Onge wollastonite, and one that has a vision to supply key international markets with a top-quality natural fertilizer product that will benefit agricultural crops, producers, related businesses and the environment simultaneously. We look forward to completing the major Offtake Arrangement with Third Gate in the near future and moving forward with them to help meet the fast growing local and international demand for premium natural fertilizers and amendments.”

### **ABOUT VERTICAL EXPLORATION**

Vertical Exploration’s mission is to identify, acquire, and advance high potential mining prospects located in North America for the benefit of its stakeholders. The Company’s flagship St-Onge Wollastonite property is located in the Lac-Saint-Jean area in the Province of Quebec.

### **ABOUT THIRD GATE**

Third Gate Capital Management, LLC together with its affiliate companies, (“Third Gate”), is a private investment firm that is focused on providing flexible capital solutions to companies globally. The firm invests across the full risk-reward spectrum in both public and private markets to generate superior-risk adjusted returns and create long-term value for our partners.

Third Gate is Headquartered in New York with offices in Africa, Asia and London and was founded and is led by Marlon Thomas who serves as Founder & Chief Investment Officer and oversees all the firm's activities.

**ON BEHALF OF THE BOARD**

Peter P. Swistak, President/CEO

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-683-3995

Toll Free: 1-888-945-4770

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.

**FORWARD-LOOKING STATEMENTS:** This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward-looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at [www.sedar.com](http://www.sedar.com)).