

KWG**The
Canadian
Chrome
Company**

PRESS RELEASE

No. 355

Subordinate shares issued & outstanding (CSE-CACR)	<u>1,254,527,532</u>
Convertible into Multiple-voting shares (100:1) equal to:	12,545,275
Multiple-voting shares issued & outstanding:	<u>8,765,778</u>
If all shares convert to Multiple-voting (CSE-CACR.A)	<u>21,311,053</u>

Not for distribution to U.S. newswire services or for release, publication, distribution or dissemination, directly or indirectly, in whole or in part, into the United States

KWG ANNOUNCES PROPOSED PRIVATE PLACEMENT OF CONVERTIBLE DEBENTURES

Toronto, Canada, May 13th, 2024 – **KWG Resources Inc. (CSE: CACR and CACR.A)**, which carries on business as **The Canadian Chrome Company** (“**CCC**”, “**KWG**” or the “**Company**”) (The Canadian Chrome Company is a registered business style of **KWG Resources Inc.**) is pleased to announce a proposed private placement of up to \$2 million of Series CD-2024 convertible debentures (the “**Debentures**”). The Debentures will be (a) repayable at the Company’s option at any time in whole or in part in cash on not less than 30 days’ notice or (b) convertible into units (each a “**Unit**”) (i) at the Company’s option at any time after the first anniversary of the date on which the first Debenture of the Series CD-2024 Debentures is issued (the “**Date of First Issuance**”) or (ii) at the holder’s option at any time prior to payment in cash, in either case by the issuance of Units at a deemed value of \$1.20 per Unit. The Debentures will mature March 31, 2028 (the “**Maturity Date**”) and bear interest at 5% per annum, accruing daily, compounding annually on March 31 of each year and payable on each such March 31 anniversary date and at the Maturity Date or conversion. Payments of interest may, at the Company’s option, be made either (i) by payment in cash (other than in the event of a conversion) or (ii) by the issuance of Units at a deemed value of \$1.20 per Unit.

Each Unit will be comprised of one (1) CACR.A multiple-voting share and one (1) share purchase warrant enabling its holder to acquire one further CACR.A multiple-voting share from treasury upon payment of \$1.20, exercisable at any time on or before the earlier of (i) March 31, 2029 or (ii) two (2) business days after completion of a take-over bid or a merger, amalgamation, arrangement or other form of business combination as a result of which the shareholders of the Company immediately prior to such bid or business combination do not own a majority of votes attaching to the voting securities of the Company or of the resulting issuer or do not have the power to elect a majority of the directors of the Company or of the resulting issuer, as the case may be, after completion of such bid or business combination.

Pursuant to the terms of the Debentures, holders will be paid a premium- equal to 20% of the original principal amount, payable immediately following issuance of the Debentures by the issuance of Units with a deemed value of \$1.20 per Unit.

Each subscriber for Debentures must be an “accredited investor” within the meaning of applicable securities laws or otherwise qualify to purchase Debentures on a prospectus-exempt basis in accordance with applicable securities laws.

The proceeds of the distribution of Debentures will be used to fund the Company’s business focused on the acquisition of interests in, and the exploration, evaluation and development of, large-

scale mineral deposits of chromite and other base metals and minerals including, without limitation, funding the Company's overhead and operating expenses and the costs of this private placement.

The Company will pay finder's fees of up to 5% of the aggregate amount of Debentures purchased by subscribers referred to the Company by finders entitled to receive such fees in accordance with applicable securities laws, which fees will be payable in Units at deemed price of \$1.20 per Unit.

All of the securities to be issued pursuant to this private placement will be subject to a four (4) month hold period.

This news release shall not constitute an offer to sell nor the solicitation of an offer to buy securities.

About The Canadian Chrome Company:

KWG, which carries on business as The Canadian Chrome Company, is an exploration stage company that is focused on identification, acquisition, consolidation, exploration, development and evaluation of large-scale deposits of minerals including chromite, base metals and strategic minerals and, where applicable, in the development of transportation links to access remote areas where these deposits may be located. In respect of chromite, KWG is the owner of 100% of the Black Horse chromite project (formerly part of Fancamp's "Koper Lake-McFaulds" properties) in which Bold Ventures Inc. is carried through exploration of the former Fancamp claims for 10% of the chromite project. KWG also holds other area interests including a 100% interest in the Hornby claims, a 15% vested interest in the McFaulds copper/zinc project and a vested 30% interest in the Big Daddy chromite project. KWG also owns 100% of Canada Chrome Corporation (the "Subsidiary") which staked mining claims between Aroland, Ontario (near Nakina) and the Ring of Fire. The Subsidiary has conducted a surveying and mineral and soil testing program to explore for minerals and to assess the prospects for the engineering and construction of a railroad along that route between the Ring of Fire and Aroland, Ontario covering the claims staked by the Subsidiary. The Subsidiary identified deposits of aggregate along the route and made application for 32 aggregate extraction permits. The Subsidiary engaged Cormorant Utilities and Rail-Veyor Technologies for Engineering Proposals for the construction of a transportation and utility corridor within the route to connect the Ring of Fire area to transportation and electrification systems which run through Nakina, Ontario (near Aroland) connecting to southern Ontario and the rest of Canada and has received those proposals. Those proposals include electrification systems connecting to several First Nations communities in the James Bay Lowlands including in the Ring of Fire area. KWG has also acquired intellectual property interests, including a method for the direct reduction of chromite to metalized iron and chrome using natural gas. KWG subsidiary Muketi Metallurgical LP has acquired two chromite-refining patents in Canada and one in each of the USA, South Africa and Kazakhstan, and is prosecuting an application in Turkey.

For further information, please contact:

Bruce Hodgman, Vice-President: 416-642-3575 ~ info@canadachrome.com

Forward-Looking Statements: *Information set forth in this news release may involve forward-looking statements under applicable securities laws. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and KWG disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct.*

Disclaimer: *Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.*