



NEWS RELEASE

May 8, 2024 | VANCOUVER, BC

NORDEN CROWN ANNOUNCES SHARE CONSOLIDATION EFFECTIVE DATE AND UPDATES TO THE PREVIOUSLY ANNOUNCED SHARES FOR DEBT TRANSACTION AND NON-BROKERED EQUITY FINANCING

Not for dissemination in the United States or for distribution to U.S. wire services

Vancouver, B.C., May 8, 2024. Norden Crown Metals Corporation (“**Norden Crown**” or the “**Company**”) (TSXV:NOCR, OTC:NOCRF, Frankfurt:03E) is pleased to announce that it has received approval from the TSX Venture Exchange (the “**TSXV**”) to complete the consolidation of the issued and outstanding common shares of the Company on the basis of ten existing common shares for one new consolidated common share (the “**Consolidation**”) and to complete its previously announced shares for debt transaction (the “**Shares for Debt Transaction**”). The Company has determined not to proceed with its previously announced non-brokered private placement (the “**Private Placement**”) at this time.

Consolidation

Further to its news release of February 7, 2024, the Company has received TSXV approval to complete the Consolidation. The Consolidation will be effective at market open on May 10, 2024 (the “**Effective Date**”). The Company will not change its name as part of the Consolidation but will issue new share certificates under a new CUSIP number.

The Company’s common shares will continue to trade on the TSXV under its current symbol, “NOCR”.

Shares for Debt

Following TSXV’s acceptance of the Shares for Debt Transaction, the Company announces that the final number of shares to be issued has been reduced to 30,111,286 pre-Consolidation common shares (the “**Debt Shares**”) to settle an aggregate of \$903,338.69 of debt owed by the Company to persons (the “**Creditors**”) for certain past services rendered and amounts advanced, as applicable, to the Company by the Creditors.



The Debt Shares will be issued as of the Effective Date at a deemed price of \$0.03 per pre-Consolidation common share or \$0.30 per post-Consolidation common share. All securities issued under the Shares for Debt Transaction are subject to a four month hold period from the date of issuance. The issuance of Debt Shares will facilitate an immediate reduction in the aggregate amount of debt owed by the Company. No new Control Person (as such term is defined in TSXV Policy 1.1) will be created as a result of the issuance of the Debt Shares.

Private Placement

The Company also wishes to advise investors that due to unfavorable market conditions, the Company will not be proceeding with the previously announced Private Placement at this time.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) absent such registration or an applicable exemption from such registration requirements.

About Norden Crown Metals Corporation

Norden Crown is a mineral exploration company focused on the acquisition of base metal and precious metal mining projects in historical mining districts within safe and progressive mining jurisdictions. The Company aims to discover new economic mineral deposits in known mining districts that have seen little or no modern exploration. The Company is led by an experienced management team and an accomplished technical team, with successful track records in mineral discovery, mining development and financing.

On behalf of Norden Crown Metals Corporation

Patricio Varas, Chairman and CEO

For more information on Norden Crown, please visit the Company website at www.nordencrownmetals.com or contact us at info@nordencm.com.

Neither 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.

Cautionary Note Regarding Forward-Looking Statements

This news release contains certain statements that may be deemed “forward-looking statements”. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking statements may include, without limitation, statements relating to completion of the Consolidation and the Shares for Debt Transaction on the terms described herein or at all. Although Norden Crown believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, are subject to risks and uncertainties, and actual results or realities may differ materially from those in the forward-looking statements. Such material risks and uncertainties include, but are not limited to: the risk that the Company cannot complete the Consolidation or the Shares for Debt Transaction on the terms described herein, on the timing described herein or at all; competition within the industry; actual results of current exploration activities; environmental risks; changes in project parameters as plans continue to be refined; future price of commodities; failure of equipment or processes to operate as anticipated; accidents, and other risks of the mining industry; delays in obtaining approvals or financing; risks related to indebtedness and the service of such indebtedness; as well as those factors, risks and uncertainties identified and reported in the Company’s public filings under Norden Crown’s SEDAR+ profile at www.sedarplus.ca. Although Norden Crown has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are made as of the date hereof and, accordingly, are subject to change after such date. Norden Crown disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.