

Zeus North America Mining Corp.

1100 - 1199 West Hastings Street
Vancouver, BC, V6E 3T5

Zeus North America Mining Corp. Announces Spin Out of the Chlore Property to Subsidiary by Plan of Arrangement

Vancouver, British Columbia, August 27, 2024 – **Zeus North America Mining Corp.** (formerly Umdoni Exploration Inc.) (CSE:**ZEUS**) (OTCQB:**ZUUZF**) (FRANKFURT:**O92**) (the “**Company**” or “**Zeus**”) announces the Plan of Arrangement dated for reference August 26, 2024 (the “**Arrangement**”) to spin out its Chlore Property located in the Omineca Mining Division of North-Central British Columbia to Zeus’ subsidiary Kelso Mining Inc. (“**Kelso**”).

Under the terms of the Arrangement, Zeus’ shareholders will be issued one share of Kelso with respect to every 150 shares of Zeus owned on the share distribution record date (the “**Share Distribution Record Date**”), which will be determined by Zeus’s Board of Directors and announced by a news release in advance.

Holders of Zeus options and warrants, who exercise their options and/or warrants before the Share Distribution Record Date, will also be entitled to receive one share of Kelso with respect to every 150 shares of Zeus. The Chlore Property will be transferred to Kelso.

Upon completion of the Arrangement, Zeus shareholders will ultimately own shares in two public companies: Zeus, which will be focused on its properties in the State of Idaho known as the Cuddy Mountain, Selway and Great Western properties and Kelso, which will focus on the Chlore Property.

Completion of the Arrangement is subject to a number of conditions, including the following:

- the approval by the shareholders of Zeus by a special resolution at a special meeting (the “**Meeting**”);
- the approval of the Supreme Court of British Columbia; and
- the acceptance of the Arrangement by the Canadian Securities Exchange.

The Arrangement cannot be completed until all the above conditions are met. A copy of the Arrangement will be posted on www.sedarplus.ca under the profile of the Company.

Additional details regarding the Arrangement will be included in the information circular of the Company, which will be mailed to the shareholders of Zeus prior to the Meeting.

On behalf of the board of directors.

“Dean Besserer”
President and CEO

For more information, please contact the Company at info@zeusminingcorp.com

FOR INVESTOR RELATIONS CONTACT:

Kin Communications Inc.

Ph: 604-684-6730

ZEUS@kincommunications.com

About Zeus North America Mining Corp.

The Company is in the business of mineral exploration. The Company is focused on its exploration properties in the state of Idaho known as the: Cuddy Mountain; Selway; and Great Western properties, respectively. The Idaho properties consist of 82 (Cuddy Mountain), 57 (Selway) and 38 (Great Western) lode mining claims respectively and cover a cumulative area of approximately 3822.1 acres. The Company's flagship Cuddy Mountain Property is adjacent to Hercules Metal Corp's Leviathan Copper Porphyry discovery.

Forward Looking Statements

When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. Although the Company believes, in light of the experience of their respective officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in the forward-looking statements and information in this news release are reasonable, undue reliance should not be placed on them because the parties can give no assurance that such statements will prove to be correct. The forward-looking statements and information in this news release include, amongst others, the Company's plans regarding the Arrangement and exploration plans. Such statements and information reflect the current view of the Company. There are risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements or implied by such forward-looking statements. There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of the parties; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs; shareholder, court and regulatory approvals; and general development, market and industry conditions.

The Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of its securities or its financial or operating results (as applicable). The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

The Company has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

The forward-looking information contained in this news release represents the expectations of the Company as of the date of this news release and, accordingly, are subject to change after such date. The Company does not undertake to update this information at any particular time except as required in accordance with applicable laws.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release.