

Western Metals Corporation Announces Tender Offer for Common Stock

ST. LOUIS, Missouri, July 8, 2022 – Western Metals Corporation (OTC: WTLC) (the “Company”), announced today that on July 13, 2022 it will commence a tender offer pursuant to an anticipated Agreement and Plan of Merger (together with any amendments or supplements thereto, the “Merger Agreement”), by and among the Company, LOTO Energy II, LLC, a Delaware limited liability company (“Parent”), and a California corporation to be formed as a wholly owned subsidiary of Parent (“Merger Sub”). The Company is offering to purchase all of the issued and outstanding shares of common stock without par value of the Company (“Shares”), other than the Shares owned by Parent, at a price of \$0.44 per Share in cash, without interest and less any applicable withholding taxes (the “Offer Price”), upon the terms and subject to the conditions set forth in the Company’s offer to purchase (together with any amendments or supplements, the “Offer to Purchase”) and the related letter of transmittal (together with any amendments or supplements, the “Letter of Transmittal” and, together with this Offer to Purchase, the “Offer”).

The initial scheduled expiration time of the Offer is 5:00 p.m., New York City time (the “Offer Expiration Time”), on August 10, 2022, unless the Offer is extended as described in the Offer to Purchase.

Pursuant to the Merger Agreement, following the consummation of the Offer and the satisfaction or waiver of the applicable conditions set forth in the Merger Agreement, Merger Sub will merge with and into the Company (the “Merger”), with the Company continuing as the surviving corporation in the Merger and as a wholly owned subsidiary of Parent. As a result of the Merger, each Share issued and outstanding immediately prior to the effective time of the Merger (other than Shares irrevocably accepted for purchase by the Company in the Offer, held in the treasury of the Company or owned by any direct or indirect wholly owned subsidiary of the Company and Shares owned by Parent, Merger Sub or any direct or indirect wholly owned subsidiary of Parent, or by any shareholders of the Company who have properly exercised their appraisal rights under Chapter 13 of the California General Corporation Law) will at the effective time of the Merger be cancelled and converted into the right to receive an amount in cash equal to the Offer Price, without interest and less any applicable withholding taxes.

Pursuant to the Merger Agreement, the Offer is subject to the satisfaction or waiver of the following conditions, among others:

- There shall have been validly tendered in the Offer and not validly withdrawn that number of Shares such that the number of Shares held by Parent equals at least 90% of the Shares then outstanding but not validly tendered.
- No governmental authority of competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any applicable law, whether temporary, preliminary or permanent, that is in effect that enjoins, restrains or otherwise prohibits or makes illegal the consummation of the Offer or the Merger.
- The Company shall have performed or complied with, in all material respects, each covenant, agreement and obligation required by the Merger Agreement to be performed or complied with by it on or prior to the Offer Expiration Time.

- The representations and warranties of the Company contained in the Merger Agreement shall be accurate in all material respects at the effective time.
- The Company shall not have voluntarily terminated the Offer.

Approximately 57.72% of the issued and outstanding Shares are owned by Parent. Another 20.66% of issued and outstanding Shares are owned by persons related to or associated with Parent and its owners. The equity of Parent is owned by two entities (“Parent Owners”). Each Parent Owner has a director representative on the Board. The other two members of the Board are independent. Neither director representative of a Parent Owner voted for or against the Offer. The Offer was unanimously approved by the independent directors.

The transfer agent and the depository for the Offer is Computershare Trust Company, N.A. The information agent for the Offer is Georgeson LLC. The Offer to Purchase, the related Letter of Transmittal and other related documents are being distributed to the Company’s Shareholders. Shareholders that have questions or need additional copies of the Offer to Purchase and the Letter of Transmittal should contact the information agent at its address and telephone number set forth below.



**1290 Avenue of the Americas, 9th Floor
New York, NY 10104**

**Shareholders, Banks and Brokers
Call Toll Free:
866-695-6078**

Notice to Shareholders

This announcement is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares. The Offer is being made solely pursuant to the Offer to Purchase and the related Letter of Transmittal. Shareholders are urged to read the Offer to Purchase and the related Letter of Transmittal in their entirety, as they contain various terms of, and conditions to, the Offer.

About Western Metals Corporation

Western Metals Corporation is a California corporation that owns and operates two natural gas wells located in Solano County, California.

Forward-Looking Statements

Disclosures in this press release contain certain forward-looking statements within the meaning of the federal securities laws. Statements that do not relate strictly to historical or current facts are forward-

looking. These statements contain words such as “possible,” “if,” “will” and “expect” and involve risks and uncertainties including, among others that our business plans may change as circumstances warrant. Accordingly, investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company does not undertake any obligation to update or revise such forward-looking statements to reflect events or circumstances that occur, or which the Company becomes aware, after the date hereof.

Contacts:

Georgeson LLC, Information Agent

Phone: (866) 695-6078

www.westernmetalscorp.com