

NAVION CAPITAL ANNOUNCES PROPOSED QUALIFYING TRANSACTION WITH NOA LITHIUM

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

CALGARY, AB / ACCESSWIRE / June 16, 2022 / Navion Capital Inc. (**TSX.V:NAV.N.P**) (the "**Company**" or "**Navion**"), a capital pool company listed on the TSX Venture Exchange (the "**TSXV**"), is pleased to announce that it has entered into a letter of intent dated June 15, 2022 (the "**LOI**") with NOA Lithium Brines S.A. ("**NOA**"), with regard to the acquisition by the Company of all of the issued and outstanding securities of NOA (the "**Transaction**").

The Transaction is intended to constitute the Company's qualifying transaction (the "**Qualifying Transaction**") pursuant to Policy 2.4 - *Capital Pool Companies* ("**Policy 2.4**") of the TSXV Corporate Finance Manual (the "**TSXV Manual**"). The Transaction is subject to due diligence reviews, the approval of the TSXV, execution of a definitive agreement and other closing conditions customary for a transaction of this nature. The resulting issuer of the Transaction will carry on the business of NOA ("**Resulting Issuer**") and it is anticipated that the common shares of the Resulting Issuer (the "**Resulting Issuer Shares**") will be listed for trading on the TSXV.

About Navion Capital Inc.

Navion is a capital pool company listed on the TSXV (**TSX.V:NAV.N.P**). The Company's principal business activity is to identify and evaluate opportunities for the acquisition of assets or businesses. The Company was incorporated on October 18, 2017 and has its registered office in Calgary, Alberta.

About NOA Lithium Brines S.A.

NOA is a limited liability company (formerly Explormin S.A) that was incorporated in Argentina and registered with the Public Register of Commerce on February 2, 2015. NOA has its registered office in Buenos Aires, Argentina. From incorporation until Q4, 2021, NOA was a company with no active business. Since Q4, 2021, NOA changed its name to NOA Lithium Brines S.A. and began to actively identify and acquire lithium projects for future exploration and development.

NOA's core project, Rio Grande, is located in the Salar de Rio Grande basin (the salar) in the Salta province in the Puna Region of northwest Argentina (the "**Project**"). The salar is an evaporite basin with demonstrated brine in the subsurface that is enriched with lithium. Salar de Rio Grande is in the Central Andes of Argentina and within the area referred to as the "Lithium Triangle" of Argentina, Bolivia and Chile. As part of the current surface exploration activities at the Project, camp facilities with a capacity of 50 to 60 people were acquired to cover tasks related to exploration on the Project. The Project area has excellent infrastructure, including access to a natural gas pipeline, water, all-weather roads and local communities. The Project has been subject to exploration by previous owners and, more recently, by NOA, who conducted certain geophysics and sampling in some of the mining properties composing the Project. A NI 43-101 report (technical report) on the Project is in progress and is estimated to be finished by the end of June 2022. The Project is currently composed of 15 mining properties (including mines, vacant mines and discovery claims) which in the aggregate covers approximately 22,809 hectares in the salar and its surroundings. NOA has acquired certain of these mining properties, while others of these mining properties, NOA has entered into option to purchase agreements.

NOA has also entered into option to purchase agreements for three other non-core properties, totaling approximately 30,223 hectares, in three Salta salars. These properties include approximately 20,423 hectares in Arizaro Salar, approximately 7,200 hectares in Salinas Grandes Salar and approximately 2,600 hectares in Pocitos Salar. The non-core properties are at an early stage of exploration and are not a material focus of NOA at this time.

In Q1 2022, NOA was recapitalized by its founders and in Q2 2022 the completion of a seed round financing took place. The founders capital round raised approximately CDN \$500,000 and the seed round raised approximately CDN \$2,500,000. This capital has been primarily used to pay acquisition costs (in some cases full purchase prices and in other cases, option payments) for the Project and the non-core properties described above. Additionally, the capital raised to date has been used for exploration and general and administrative costs. NOA currently has approximately CDN \$1,000,000 in cash on hand. NOA's capital expenditure for the remainder of 2022 are estimated to be approximately CDN \$1,000,000, which it anticipates will be used to pay the annual option payments on certain properties acquired and the exploration costs of the Project.

NOA plans to have financial statements prepared for the years ended December 31, 2021 and interim financial statements for the period ended June 30, 2022.

NOA's current share structure consists of 5,179,673 outstanding registered non-endorsable common shares in the capital of NOA (each a "**NOA Share**"). Upon subscription of the NOA Shares, the NOA shareholders were also granted 51,796,730 units of NOA ("**NOA Units**"), with each NOA Share entitling the holder to acquire 10 NOA Units. Each NOA Unit was acquired at a price of CDN \$0.10 per NOA Unit and each NOA Unit consists of one NOA Share and one NOA Share purchase warrant ("**NOA Unit Warrant**"). Each NOA Unit Warrant entitles the holder to purchase one NOA Share at a price of CDN \$0.20 per NOA Share and is exercisable at anytime within twenty-four (24) months from the date the shares of the Resulting Issuer are listed on the TSXV. The NOA Units will be issued to the NOA shareholders upon completion of the Transaction and will be exchanged for securities with the same economic terms, subject to adjustments in the Resulting Issuer.

Terms of the Transaction

The Transaction is expected to be effected pursuant to a business combination agreement (the "**Business Combination Agreement**") to be entered into between the Company, the shareholders of NOA (the "**NOA Shareholders**"), and a wholly-owned subsidiary of the Company ("**SubCo**"), to be incorporated under the laws of Argentina in connection with the Transaction. The Business Combination Agreement is expected to include the terms of the Amalgamation (as defined below) and the Share Exchange (as defined below), as well as other terms and conditions customary for a transaction of this nature.

Three-Cornered Amalgamation

Pursuant to the Business Combination Agreement, it is anticipated that the Company and NOA will combine their businesses by way of the Amalgamation and the Share Exchange. At the effective time of the closing of the Transaction and pursuant to the amalgamation agreement to be entered into between the Company, NOA and SubCo: (i) SubCo will amalgamate with NOA to form one corporation ("**AmalCo**") (the "**Amalgamation**"); (ii) SubCo and NOA will both cease to exist as separate entities from AmalCo; (iii) the property of SubCo and NOA will continue to be the property of AmalCo; (iv) AmalCo will continue to be liable for the obligations of SubCo and NOA; (v) each shareholder of NOA will receive one Resulting Issuer Share in exchange for each NOA Share held by such holder and the NOA Shares will be cancelled; (vi) the Company will receive one share in AmalCo in exchange for the one share in the capital of SubCo held by the Company and the shares in the capital of SubCo will be cancelled. On closing, AmalCo will be a wholly owned subsidiary of the Resulting Issuer and it is anticipated that AmalCo will continue as the operating company of the lithium mining properties in Argentina for the Resulting Issuer.

Share Exchange

Pursuant to the Business Combination Agreement, the Company will acquire all of the issued and outstanding securities of NOA ("**Company Shares**") so as to maintain a share proportion of ten (10) NOA Shares to one (1) Company Share held in the Resulting Issuer by the respective shareholders (the "**Share Exchange**") at a deemed price of \$0.25 per share, being 51,796,730 NOA Shares (assuming the 10 for 1 NOA Unit issuance on completion of the Transaction) and 51,796,730 share purchase warrants (the "**Company Share Purchase Warrants**") where each Company Share Purchase Warrant shall entitle the holder to purchase one Company Share at a price of CDN \$0.20 per Company Share and shall be exercisable at anytime that is twenty-four (24) months from the date the shares of the Resulting Issuer are listed on the TSXV. If the Concurrent Financings (as defined below) modify this Share Exchange

proportion, the parties hereto have agreed to further adjust the share exchange ratio in order to ensure that a final ten (10) to one (1) proportion for NOA and Company shareholders exists in the Resulting Issuer.

Name Change

In connection with the closing of the Transaction, it is anticipated that the Company (Resulting Issuer) will change its name to “NOA Lithium Brines” (the “**Name Change**”), or such other name as determined by NOA and the Resulting Issuer Shares will be listed on the TSX, subject to the approval of the applicable regulatory authorities and the TSXV. On closing of the Transaction, the Resulting Issuer anticipates meeting the TSXV’s initial listing requirements for a Tier 2 mining company.

Filing Statement

A filing statement in respect of the proposed Qualifying Transaction will be prepared and filed in accordance with Policy 2.4 of the TSXV on SEDAR at www.sedar.com prior to the closing of the Qualifying Transaction. A press release will also be issued once the filing statement has been filed as required pursuant to the TSXV Policies.

Summary of Concurrent Financings

NOA Private Financing

NOA is currently carrying out and plans to complete, prior to completion of the Share Exchange, a non-brokered private placement (the “**NOA Private Financing**”) of approximately 320,327 NOA Shares, which represent 3,203,270 units of NOA (“**NOA Private Unit**”) at a price of CDN \$0.10 per NOA Private Unit for gross proceeds of approximately CDN \$320,327. Each NOA Private Unit will consist of one common share of the Resulting Issuer and one common share purchase warrant of the Resulting Issuer (“**NOA Private Warrant**”), with each NOA Private Warrant being exercisable into one common share of the Resulting Issuer at a price of CDN \$0.20 at anytime within 24 months from the date of issuance. If the NOA Private Financing is fully subscribed for, NOA will have 5,500,000 NOA Shares and 55,000,000 NOA Units issued and outstanding.

NOA Subscription Receipt Financing

In connection with the Transaction, the parties anticipate completing a brokered and/or non-brokered private placement of between 20,000,000 and 30,000,000 subscription receipts of NOA (the “**NOA Subscription Receipts**”) at a price of CDN \$0.25 per NOA Subscription Receipt, subject to market conditions, for aggregate gross proceeds of between CDN \$5,000,000 and CDN \$7,500,000. Each NOA Subscription Receipt is anticipated to be comprised of one NOA Share and one NOA share purchase warrant (the “**NOA Subscription Receipt Warrant**”), with each NOA Subscription Receipt Warrant being exercisable at a price of CDN \$0.50 at any time with twenty-four (24) from the date of issuance (the “**NOA Subscription Receipt Financing**” and collectively with the NOA Private Financing, the “**NOA Private Placements**”). Upon completion of the Transaction and satisfaction of the escrow release conditions in accordance with the terms of a subscription receipt agreement, and without any further action on the part of the holder or payment of any additional consideration, each NOA Subscription Receipt will automatically convert and be exchanged for one Resulting Issuer Share and one Resulting Issuer share purchase warrant with the same economic terms as set forth above, subject to adjustments.

In connection with the NOA Subscription Receipt Financing, it is anticipated that compensation may be provided (i) as a cash commission to be negotiated on a percentage of the aggregate gross proceeds raised under the NOA Subscription Receipt Financing, and/or (ii) the issuance of such number of broker warrants of NOA (each, a “**NOA Broker Warrant**”) to be negotiated on the basis of the number of NOA Subscription Receipts issued pursuant to the NOA Subscription Receipt Financing. Upon completion of the Transaction, the NOA Broker Warrants will be exchanged for broker warrants of the Resulting Issuer (the “**Resulting Issuer Broker Warrants**”).

In connection with the NOA Subscription Receipt Financing, it is anticipated that certain finders may receive a cash commission to be negotiated on a percentage of the aggregate gross proceeds raised and/or a number of securities to be negotiated on the basis of the number of NOA Subscription Receipts issued pursuant to the NOA Subscription Receipt Financing.

Company Subscription Receipt Financing

Concurrently with the NOA Private Placements, the Company anticipates completing a non-brokered private placement of up to 1,500,000 subscription receipt (the “**Company Subscription Receipt Financing**”) of the Company (each, a “**Company Subscription Receipt**”) at a price of CDN \$0.10 per Company Subscription Receipt for aggregate proceeds of up to CDN \$150,000, with each Company Subscription Receipt consisting of one Company Share and one common share purchase warrant (“**Company Subscription Receipt Warrant**”) of the Company. Each Company Subscription Receipt Warrant is exercisable into one Company Share at a price of CDN \$0.20 at anytime within 24 months from the date of issuance. Upon completion of the Transaction and satisfaction of the escrow release conditions in accordance with the terms of a subscription receipt agreement, and without any further action on the part of the holder or payment of any additional consideration, each Company Subscription Receipt will automatically convert and be exchanged for one Resulting Issuer Share and one Resulting Issuer share purchase warrant with the same economic terms as set forth above, subject to adjustments.

Use of Proceeds of the Concurrent Financings

The NOA Private Placements and the Company Subscription Receipt Financing (collectively, the “**Concurrent Financings**”) are intended to raise aggregate gross proceeds of between CDN \$5,520,000 and CDN \$8,020,000.

Net proceeds of the NOA Subscription Receipt Financing and Company Subscription Receipt Financing will be held in escrow pending completion of the Transaction. Net proceeds from the NOA Private Financing will not be held in trust as it will be used by NOA to pay capital expenditures and certain property option payments.

It is anticipated that net proceeds of the Concurrent Financings will be used: (i) to fund the business plan of the Resulting Issuer; (ii) for expenses related to the Transaction; and (iii) for general corporate purposes and future working capital of the Resulting Issuer. Although the Resulting Issuer intends to use the net proceeds of the Concurrent Financings as described herein, the actual allocation of proceeds may vary from the uses set forth herein, depending on future operations or unforeseen events or opportunities.

Finders Fee for Transaction

In connection with the Transaction, a finder’s fee is payable by the Company in the amount of \$25,000 to a non-arm's length party. This finder’s fee will be paid in securities of the Resulting Issuer on the same terms as the Company Subscription Receipt Financing, is subject to applicable laws and the Policies of the TSXV and shall only be provided if the Transaction is completed.

Capitalization of the Resulting Issuer

The following table summarizes the proposed pro forma capitalization of the Resulting Issuer following completion of the Transaction and the Concurrent Financings:

Designation of Security	After Giving Effect to the Transaction		
	Number	Percentage (undiluted)	Percentage (fully-diluted)
Resulting Issuer Shares			
Shares Issued			
Company Shares	4,000,000	4.4%	2.3%
Company Subscription Receipts	1,500,000 ⁽¹⁾	1.7%	0.8%
NOA Shares	55,000,000 ⁽²⁾	60.8%	31%
NOA Subscription Receipts	30,000,000 ⁽³⁾	33.1%	16.9%
Subtotal	90,500,000	100%	51%

Dilutive Securities			
Reserved for issuance:			
Company Options	400,000	0.5%	0.3%
Company IPO Agent Options	Nil ⁽⁴⁾	Nil	Nil
Company Subscription Receipt Warrants	1,500,000 ⁽⁵⁾	1.7%	0.9%
NOA Unit Warrants	51,796,730 ⁽⁶⁾	59.6%	29.1%
NOA Private Warrants	3,203,270 ⁽⁷⁾	3.7%	1.8%
NOA Subscription Receipt Warrants	30,000,000 ⁽⁸⁾	34.5%	16.9%
Subtotal	86,900,000	100%	49%
Total	177,400,000	100%	100%

Notes:

- (1) Assuming the issuance of an aggregate of 1,500,000 Company Shares as part of the Company Subscription Receipt Financing.
- (2) Assuming the issuance of an aggregate of 3,203,270 NOA Shares as part of the NOA Private Financing for an aggregate of 55,000,000 NOA Units on completion of the Transaction.
- (3) Assuming the issuance of an aggregate of 30,000,000 NOA Shares as part of the NOA Subscription Receipt Financing
- (4) 200,000 Agent Options were issued by the Company to Canaccord Genuity Corp. as part of the Company's initial public offering but these Agent Options have now expired and been terminated.
- (5) Assuming the issuance of an aggregate of 1,500,000 Company Subscription Receipt Warrants as part of the Company Subscription Receipt Financing.
- (6) Assuming the issuance of an aggregate of 51,796,730 NOA Unit Warrants on completion of the Transaction, excluding those 3,203,270 NOA Units granted in relation with the NOA Private Financing.
- (7) Assuming the issuance of an aggregate of 3,203,270 NOA Private Warrants as part of the NOA Private Financing.
- (8) Assuming the issuance of 30,000,000 NOA Subscription Receipts Warrants as part of the NOA Subscription Receipt Financing.

To the knowledge of the directors and executive officers of the Company and NOA, the only persons who currently beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the NOA Shares are as follows: (i) Hernán Miguel Zaballa, an individual resident in Argentina who currently owns approximately 20% of the outstanding NOA Shares; (ii) Manuel César Benítez, an individual resident in Argentina who currently owns approximately 12% of the outstanding NOA Shares; (iii) Carlos Eugenio Ponte, an individual resident in Argentina who currently owns approximately 12% of the outstanding NOA Shares; and (iv) Simón Pérez Alsina, an individual resident in Argentina who currently owns approximately 12% of the outstanding NOA Shares.

Proposed Management and Directors of the Resulting Issuer

It is the intention of the Company and NOA to establish and maintain a board of directors of the Resulting Issuer with a combination of appropriate skill sets that is in compliance with all regulatory and corporate governance requirements, including any applicable independence requirements. Upon completion of the Transaction, the board of the Resulting Issuer is expected to be comprised of four individuals. The following are brief descriptions of the proposed management and directors of the Resulting Issuer.

Hernán Miguel Zaballa – Chairman of the Board of Directors

Hernan Zaballa is a senior partner at Zaballa Carchio Abogados in Buenos Aires, Argentina, with over 30 years of legal experience focused primarily on the mining industry. Mr. Zaballa has served on the local Board of Directors for companies such as Barrick Gold, Pan American Silver, Northern Orion, and Penoles. Over the past 5 years, he has successfully co-founded Huayra Minerals Corp. and Abrasilver Resource Corp. Mr. Zaballa is the former Executive Chairman and currently a Board member at AbraSilver Resource Corp., and is currently a Vice-President and Board member at Minera Exar SA.

John Miniotis – Director and Interim Chief Executive Officer

John Miniotis is a mining executive with approximately 20 years of experience in various roles focused primarily on mergers & acquisitions, equity capital markets, investor relations and corporate finance. He is currently the President and CEO of AbraSilver Resource Corp. which is an advanced-stage silver and gold exploration company with assets

in Argentina. Mr. Miniotis holds the designation of Chartered Financial Analyst and received a Bachelor of Business Administration degree, with high distinction, from the University of Toronto.

Gabriel Rubacha – Director

Gabriel Rubacha has over 30 years of professional Engineering and Construction experience. Over the past 5 years, Mr. Rubacha has been CEO at Minera Exar SA and President of South American Operations at Lithium Americas. Mr. Rubacha holds an International MBA, a Masters in Strategic Management, and Aeronautical Engineering degree. Mr. Rubacha also undertook executive programs at the University of Virginia Darden School of Business and at Harvard Business School.

Charles Chebry – Interim Chief Financial Officer and Corporate Secretary

Mr. Chebry is a Chartered Professional Accountant with over 30 years of experience in the public markets sector. He has worked in a variety of senior executive roles with companies listed on the TSXV primarily in the mineral exploration sector. He is currently, a Director and President of Pilar Gold Inc., a mining company with projects in Brazil.

Arm’s Length Qualifying Transaction

If completed, the Transaction will not be a Non-Arm's Length Qualifying Transaction (as defined in Policy 2.4) and would constitute the Company’s Qualifying Transaction. No Insider, Promoter or Control Person of the Company (as such terms are defined in the TSXV Manual) are also insiders of NOA. No Insider, Promoter or Control Person of the Company has any material interest in NOA prior to giving effect to the Transaction.

Sponsorship

Sponsorship of the Transaction, as the Qualifying Transaction of the Company, is required by the TSXV unless an exemption from this requirement can be obtained in accordance with the policies of the TSXV. The Company intends to apply for an exemption to the sponsorship requirement. There is no assurance that an exemption from this requirement will be obtained.

Trading Suspended

In accordance with the policies of the TSXV, trading in the Company Shares is currently suspended and will remain suspended until completion of the Transaction. The Company does not intend to apply to the TSXV for reinstatement of trading of the Company Shares at this time.

Further Information

The Company will provide further details in respect of the Transaction in due course by way of subsequent news release(s), however, the Company will make available to the TSXV all information, including financial information, as may be requested or required by the TSXV.

All information contained in this news release with respect to the Company and NOA was supplied by the respective party, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

The completion of the Transaction is subject to a number of conditions, including but not limited to the entering into of the Business Combination Agreement, completion of the Concurrent Financings, satisfactory due diligence reviews, approval by both boards of directors, approval of the NOA Shareholders, regulatory and TSXV acceptance, and if applicable pursuant to TSXV Requirements, and majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Neither the TSXV nor the TSX has in any way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

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 "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

For More Information Please Contact

Navion Capital Inc.

Peter Hughes
Director
Telephone: (604) 802-7372
Email: petehughes@me.com

NOA Lithium Brines S.A.

Hernán Miguel Zaballa
Representative
Telephone: +54.9.11.5328.8980
Email: hzaballa@zclegal.com.ar

Cautionary Note Regarding Forward-Looking Statements:

Certain statements and information herein, including all statements that are not historical facts, contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Such forward-looking statements or information include but are not limited to statements or information with respect to: the entering into and the terms and conditions of the Business Combination Agreement and completion of the transactions contemplated therein; the Concurrent Financing, including amounts anticipated to be raised thereunder, the use of net proceeds from the Concurrent Financing; receipt of TSXV approval; the details of any securities issuances, conversions, exchanges or cancellations; the anticipated directors, officers and insiders of the Resulting Issuer; and the closing of the Transaction. Often, but not always, forward-looking statements or information can be identified by the use of words such as "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.

With respect to forward-looking statements and information contained herein, the Company and NOA have made numerous assumptions including among other things, assumptions about general business and economic conditions of NOA and the market in which it operates. The foregoing list of assumptions is not exhaustive.

Although management of the Company and NOA believe that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. These factors include, but are not limited to: risks relating to the Concurrent Financing; risks relating to the receipt of all requisite approvals for the Transaction, including the approval of shareholders and the TSXV; risks associated with the business of NOA; the supply and demand for labour and other project inputs; changes in commodity prices; changes in interest and currency exchange rates; risks relating to unanticipated operational difficulties (including failure of technology or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters); changes in general economic conditions or conditions in the financial markets; changes in laws; risks related to the direct and indirect impact of COVID-19 including, but not limited to, its impact on general economic conditions, the ability to obtain financing as

required; and other risk factors as detailed from time to time. The Company and NOA do not undertake to update any forward-looking information, except in accordance with applicable securities laws.

NEITHER THE TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.