

**Pinehurst Capital II Inc. Announces Filing of Filing Statement with Respect to its Qualifying Transaction with Halcones Precious Metals Inc.**

**NOT FOR DISTRIBUTION IN THE UNITED STATES OR OVER U.S. NEWSWIRE**

TORONTO, ON / September 13, 2022 / Pinehurst Capital II Inc. (TSXV: PINH.P) (the “**Company**”), a Capital Pool Company, as defined in the policies of the TSX Venture Exchange (the “**TSXV**”), is pleased to announce that, in connection with its previously announced “Qualifying Transaction” (the “**Transaction**”) pursuant to TSXV Policy 2.4 - *Capital Pool Companies* (the “**CPC Policy**”) with Halcones Precious Metals Inc. (“**Halcones**”), the Company today filed a filing statement in connection with the Transaction (the “**Filing Statement**”) on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Following the completion of the Transaction, the Company (the “**Resulting Issuer**”) will carry on the business of Halcones and intends to change its name to “Halcones Precious Metals Corp.”.

The completion of the Transaction is subject to a number of conditions, including, but not limited to, receipt of all required regulatory approvals, including the final approval of the TSXV and satisfaction of other customary closing conditions. Upon completion of the proposed Transaction, the Company is expected to meet all of the minimum listing requirements of the TSXV for a Tier 2 Mining issuer (as defined in the policies of the TSXV).

Trading of the Company’s common shares will remain halted until such time as the TSXV may determine, having regard to the completion of certain requirements pursuant to the CPC Policy. It is anticipated that the common shares of Company, as the Resulting Issuer, will resume trading under the symbol “HPM” on or about September 22, 2022, following completion of the Transaction and the publication of a final exchange bulletin by the TSXV in respect of the closing of the Transaction.

Further details of the Transaction can be found in the Filing Statement. The Company will provide additional updates with respect to the Transaction in future news releases.

**About Pinehurst Capital II Inc.**

The Company is a Capital Pool Company listed on the TSXV. The Company has no commercial operations and has no assets other than cash. The only business of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction, in accordance with Policy 2.4 of the TSXV.

**About Halcones Precious Metals Inc.**

Halcones is a private company incorporated under the laws of the Province of Ontario which owns an option (the “**Option**”) to acquire 100% of the right, title and interest of the Carachapampa project located in Diego de Almagro, Copiapo, Chile (the “**Carachapampa Project**” or the “**Project**”). Halcones was incorporated on July 5, 2021.

**For further information, please contact:**

<b>From Halcones Precious Metals Inc.</b> Lawrence Guy, Director 416-930-7660 info@halconesresources.com	<b>From Pinehurst Capital II Inc.</b> David Rosenkrantz, CEO 416-865-0123 drosenkrantz@patuca.ca
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***The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.***

***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 press release.***

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains statements that constitute “forward looking statements.” Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include the failure to satisfy the conditions to completion of the Transaction set forth above and other risks detailed from time to time in the filings made by the Company pursuant to applicable Canadian securities laws.

Although the Company believes, in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. When used in this press 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. The forward-looking statements and information in this press release include information relating to the business plans of the Resulting Issuer, the listing of Resulting Issuer shares on the TSXV and the completion of the Transaction. Such statements and information reflect the current view of the Company. 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 expressed or implied by such forward-looking statements. Such factors and risks include, among others: (a) following completion of the Transaction, the Company may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; (b) compliance with government regulation; (c) domestic and foreign laws and regulations could adversely affect the Company’s business and results of operations; (d) the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Company’s securities, regardless of its operating performance; (e) the impact of COVID-19; and (f) the potential inability of the Company and Halcones to complete the Transaction.

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, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update these

forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The Company's 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.*