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July 15, 2020

UPDATE ON QUALIFYING TRANSACTION

DEFINITIVE AGREEMENT COMPLETED
NAME CHANGE TO "BLACK MOUNTAIN GOLD USA CORP."

Huffington Capital Corp. (TSX-V: HU.H) (the "Company") on June 10, 2020, announced that it had entered into a non-binding Letter of Intent effective June 9, 2020 with ML Nevada Corp. ("M3 Metals Nevada"), a wholly owned Nevada incorporated subsidiary of M3 Metals Corp. ("M3 Metals"), a TSX Venture Exchange listed company.

Under the terms of the Letter of Intent, M3 Metals would, through M3 Metals Nevada, grant to the Company an option (the "Option") under the terms of a mineral property option agreement to be drafted and executed (the "Definitive Option Agreement") to acquire up to a 90% interest in a mineral project which is the subject of a mineral property option and purchase agreement (the "Underlying Agreement") under which M3 Metals has the right and option (the "Underlying Option") to acquire up to a 100% right, title and interest in and to certain mineral properties (the "Mohave Project") in Arizona.

The Company also announced it was engaging in a private placement (the "Private Placement") for gross proceeds of \$800,000 and that three persons (the "New Principals") would join the Company as directors and officers upon, and conditional upon, closing of the Definitive Option Agreement and the Private Placement.

The Definitive Option Agreement, Private Placement and appointment of the New Principals are referred to in this news release, collectively, as the "Transaction".

The Company was originally listed as a CPC. The closing (the "Closing") of the Transaction will constitute the Company's Qualifying Transaction.

THE DEFINITIVE OPTION AGREEMENT

The Definitive Option Agreement was executed by the Company, M3 Metals, M3 Metals Nevada and the Company's newly incorporated Nevada subsidiary, Mohave USA Gold Corp. effective July 4, 2020.

The Definitive Option Agreement reflects the terms and conditions of the Letter of Intent as described in the Company's June 10, 2020 news release except that under the terms of the option (the "Option") now:

- (i) a CDN\$400,000 payment to M3 Metals to be made by Huffington is now to be made on the fifteen month anniversary of the Definitive Option Agreement; and
- (ii) the Company will not earn its ninety (90%) percent interest in the Mohave Project not in two stages (seventy (70%) earn in and then ninety (90%) percent earn in) as originally disclosed but in one stage at which point it will have earned a ninety (90%) percent interest.

As a result, to exercise the Option as to a ninety (90%) percent right, title and interest in and to the Mohave Project, the Company (directly or through its Nevada subsidiary) now must:

- (a) Pay to M3 Metals Nevada the sum of CDN\$300,000 upon Closing;
- (b) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the fifteen month anniversary of the Definitive Option Agreement;
- (c) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the second anniversary of the Definitive Option Agreement;
- (d) On or before the third anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$2million which payment may, at the Company's option, be made up to fifty (50%) percent in common shares of the Company (the "Shares") based on those Shares' market price on the date of their issuance;
- (e) On or before the third anniversary of the Definitive Option Agreement, make CDN\$1million in aggregate exploration expenditures on the Mohave Project;
- (f) On or before the fourth anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$3million which payment may, at the Company's option, be made up to fifty (50%) percent in Shares based on those Shares' market price on the date of their issuance; and
- (g) On or before the fourth anniversary of the Definitive Option Agreement, make an additional CDN\$2million in exploration expenditures (for a total of at least CDN\$3million) on the Mohave Project.

Upon having made the payments and the exploration expenditures in (a)-(g) above and provided that the Company has fully maintained the Underlying Agreement in good standing and exercised the Underlying Option, the Company will have exercised the Option as to a ninety (90%) percent right, title and interest in and to the Mohave Project.

In all other ways, the Definitive Option Agreement contains the same material terms and conditions as disclosed in the June 10, 2020 news release.

NAME CHANGE TO "BLACK MOUNTAIN GOLD USA CORP."

The Company wishes to announce that, to reflect its business and focus on the Mohave Project subsequent to closing, it will make application to the Exchange to, concurrently with closing of the Qualifying Transaction, change its name to "Black Mountain Gold USA Corp.".

CLOSING AND REGULATORY APPROVAL

The Closing of the Transaction is subject to the receipt of regulatory approval from the Exchange including approval of the Private Placement and the Definitive Option Agreement and review of the suitability of the New Principals.

The Company must, prior to receipt of regulatory approval, submit a technical report on the Mohave Project to the Exchange together with a CPC Filing Statement. Both documents will, once finalized, be filed on the SEDAR system under the Company's issuer profile.

The Company intends to apply for an exemption from the sponsorship requirements under Section 3.4 of Exchange Policy 2.2 or a waiver of sponsorship if an exemption from sponsorship is unavailable. However, there can be no guarantee that a waiver will be granted if no exemption is available.

The Transaction is an arm's length transaction.

There are a number of conditions on Closing in addition to regulatory approval from the Exchange including receipt of the written consents of the vendors in the Underlying Agreement (which have now been received by M3 Metals Corp.) and the Company providing evidence to the Exchange that it will meet Tier II CLR upon Closing.

No finder's fees, commissions or other similar fees are payable in connection with the closing of the Transaction or any component of it including the Private Placement.

Upon Closing, the Company would commence trading on Tier II of the Exchange as a mining issuer.

On behalf of the Board of Directors

"Robert Meister"

**Robert Meister,
Director, President and CEO**

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Completion of the Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

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 the Company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved of the contents of this news release.

This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to future prices of commodities in particular of gold, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals, the reliability of third party information, continued access to mineral properties or infrastructure, currency risks including the exchange rate of US\$ for CDN\$, changes in exploration costs and government royalties or taxes in Canada, the United States, Arizona or other jurisdictions and other factors or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.