



GOODBRIDGE CAPITAL CORP.
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February 10, 2025

TSX-V: GODB.P

**IDEX METALS ENGAGES CANACCORD GENUITY AND RED CLOUD
TO LEAD SUBSCRIPTION RECEIPT FINANCING**

VANCOUVER, B.C. – Goodbridge Capital Corp. (TSX-V: GODB.P) ("**Goodbridge**" or the "**Company**"), a capital pool company listed on the TSX Venture Exchange ("**TSXV**" or the "**Exchange**"), is pleased to announce that, further to its news releases dated May 28, 2024 and December 3, 2024, IDEX Metals Corp. ("**IDEX**") has entered into an engagement letter (the "**Engagement Letter**") with Canaccord Genuity Corp. as sole bookrunner and co-lead agent with Red Cloud Securities Inc. (the "**Co-Lead Agents**") and on behalf of a syndicate of agents including Research Capital Corp. (together with the Co-Lead Agents, the "**Agents**"). Pursuant to the Engagement Letter, the Agents will, on a best efforts agency basis, lead IDEX's private placement offering of up to 10,000,000 subscription receipts (each, a "**Subscription Receipt**") at a price of \$0.50 per Subscription Receipt (the "**Offering Price**") for aggregate gross proceeds of up to \$5,000,000 (the "**Offering**").

The Offering is being carried out in connection with the proposed reverse take-over transaction in accordance with the terms of an amalgamation agreement dated November 29, 2024 (the "**Agreement**") between the Company and IDEX, pursuant to which the Company will acquire 100% of the Class A common shares in the capital of IDEX (each, an "**IDEX Share**") through the amalgamation of IDEX with a wholly-owned subsidiary of the Company (the "**Proposed Transaction**"). The Proposed Transaction is anticipated to constitute the "Qualifying Transaction" of the Company in accordance with Policy 2.4 – *Capital Pool Companies* of the Exchange ("**TSXV Policy 2.4**"). Under the terms of the Agreement, the common shares in the capital of Goodbridge (the "**Goodbridge Shares**") will also be consolidated on the basis of one (1) post-consolidation Goodbridge Share for every three (3) pre-consolidation Goodbridge Shares (the "**Consolidation**") and each holder of IDEX Shares (each, an "**IDEX Shareholder**") will receive one post-Consolidation Goodbridge Share in exchange for each IDEX Share.

Each Subscription Receipt issued in the Offering will, prior to the effective time of the Proposed Transaction, automatically convert into one unit of IDEX (each, an "**IDEX Unit**") comprised of one IDEX Share and one-half of an IDEX Share purchase warrant (each whole warrant, an "**IDEX Warrant**") for no additional consideration upon the satisfaction of the escrow release conditions. The IDEX Units issued upon conversion of the Subscription Receipts will be exchanged for units of Goodbridge (the "**Goodbridge Units**"), each comprised of one post-Consolidation Goodbridge Share and one-half of a Goodbridge Share purchase warrant (each whole warrant, a "**Goodbridge Warrant**") pursuant to the Proposed Transaction. Each Goodbridge Warrant will be exercisable at a price of \$0.70 per post-Consolidation Goodbridge Share for a period of 24 months from the closing of the Proposed Transaction. A portion of the Offering may also be completed as a direct private placement of IDEX Units or Goodbridge Units on equivalent terms.

IDEX has granted the Co-Lead Agents an option (the “**Agents Option**”) to offer for sale up to an additional 15% in Subscription Units (the “**Over-Allotment Option**”), exercisable in whole or in part, at any time until the closing date of the Offering.

IDEX has agreed to pay the Agents a fee comprised of: (a) a cash fee equal to up to 7.0% of the gross proceeds raised from the sale of Subscription Receipts pursuant to the Offering (including Subscription Receipts issued upon exercise of the Over-Allotment Option), and (b) such number of broker warrants (the “**Broker Warrants**”) to acquire that number of post-Consolidation Goodbridge Shares as is equal to up to 7.0% of the aggregate number of Subscription Receipts issued pursuant to the Offering (including Subscription Receipts issued upon exercise of the Over-Allotment Option). Each Broker Warrant will be exercisable at the Offering Price for a period of 24 months following the closing of the Proposed Transaction. A reduced fee will be payable in connection with subscribers on the President’s List.

The Offering will be marketed to (i) investors in each of the provinces of Canada on a private placement basis; (ii) investors in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”); and (iii) investors resident in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction.

It is currently anticipated that the net proceeds of the Offering will be used to conduct the recommended work programs for IDEX’s Freeze Project and Amie Project and for working capital purposes.

The Offering is scheduled to close on or about March 4, 2025 or as such other date as the Co-Lead Agents and IDEX may mutually agree. Closing of the Offering is subject to receipt of all necessary regulatory and corporate approvals or consents, including the entering into of a definitive agency agreement between IDEX and the Agents with respect to the Offering.

The proceeds of the Offering, less certain expenses, will be held in escrow pending the satisfaction of the escrow release conditions (which includes the satisfaction of all conditions precedent to the Proposed Transaction and receipt of all corporate, regulatory and shareholder approvals). In the event that the escrow release conditions are not satisfied prior to 5:00 p.m. (Toronto time) 60 days following the closing of the Offering, the subscription proceeds shall be returned to the holders of the Subscription Receipts and the Subscription Receipts shall be cancelled.

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.

About IDEX Metals Corp.

IDEX is an exploration company principally engaged in identifying, acquiring and exploring high-value potential mineral assets in the State of Idaho. IDEX currently has 15 exploration properties, targeting base and precious metals. IDEX is primarily focused on the exploration and development of the Freeze Copper-Gold porphyry prospect located in the newly discovered Hercules Copper District, Washington County, Idaho and the Amie mineral project located in Owyhee County, Idaho.

About Goodbridge Capital Corp.

The Company is designated as a Capital Pool Company under TSXV Policy 2.4. The Company has not commenced commercial operations and has no assets other than cash. The Company's objective is to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, must also receive majority approval of the minority shareholders. Until the completion of a Qualifying Transaction, Goodbridge will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction.

For further information regarding the Company and the Proposed Transaction, please contact Magaly Bianchini, Chief Financial Officer at (416) 822-8525 or review the Company's public disclosure documents on www.sedarplus.ca.

ON BEHALF OF THE BOARD OF DIRECTORS OF GOODBRIDGE CAPITAL CORP.

Anthony Viele
CEO

Cautionary Note Regarding Forward-Looking Information

Completion of the Proposed 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 Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed 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.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

The information in this press release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward-looking statements, including statements relating to the completion of the Offering and the Proposed Transaction, the entering into of a definitive agency agreement between IDEX and the Agents, the satisfaction of the escrow release conditions, the necessary regulatory approvals required with respect to the Offering, the exercise of the Over-Allotment Option, the intended use of the net proceeds of the Offering, the completion of the Consolidation, and intended application for exemption therefrom, shareholder, director and regulatory approvals, and future press releases and disclosure. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of each of the Company and IDEX may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-

looking statements as well as future results. Although each of the Company and IDEX believes that the expectations reflected in forward-looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, each of the Company and IDEX disclaims any intention and assume no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

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.