

Bunker Hill Announces Updates to Equity Financings and Major Capital Restructuring

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KELLOGG, May 16, 2025 - [Bunker Hill Mining Corp.](#) ("Bunker Hill" or the "Company") (TSX-V: BNKR [OTCQB: BHLL]) is pleased to announce total funding of US\$10.3 million, including a cash order book for its previously announced brokered private placement that has reached a gross amount of approximately US\$6.5 million, and additional debt settlement and equity payments totaling US\$3.8 million. In addition, the Company announces certain updates to the overall financing initiative and capital restructuring as described in prior announcements on March 6, 2025 and March 25, 2025. The capital restructure is anchored by an equity investment by Teck Resources Limited ("Teck"), and includes the conversion into equity of certain outstanding debt, and the modification of certain existing royalty and stream financing arrangements with Sprott Streaming and Royalty Corp. (together with its affiliates, "Sprott Streaming").

"The total equity funding amount reaching above the minimum US\$10 million is a welcome milestone along the path to delivering the major capital restructuring plans announced earlier in the year," said Sam Ash, Bunker Hill's President and CEO. "We look forward to working with regulators and shareholders to close this transaction in the coming weeks".

Projected Highlights on Final Closing:

- 40% reduction in total debt, 58% reduction in gross revenue royalty costs and 22% improvement on debt-to-total capitalization ratio, leading to significant improvement in asset resilience.
- Liquidity raised is expected to be sufficient to advance the total project to 85% completion in Q4 2025, with the processing plant 100% complete and starting its commissioning, UG development 100% complete with ore being stockpiled to support commissioning and ramp up, and the tailings filter press 50% complete with all major equipment installed.
- To bring the operation to sustainable free cash flow in H1 2026, the Company intends, with the support of strategic investors, to raise an additional US\$30 million of equity by the end Q4 2025 to enable a robust ramp up to nameplate production of 1,800tpd.

Equity Financing Developments

In connection with the previously announced brokered private placement (the "Brokered Offering") led by BMO Capital Markets, CIBC Capital Markets and Red Cloud Securities Inc., as joint bookrunners, and National Bank Financial Inc. (collectively, the "Agents"), the Company intends to issue up to 62,086,187 units of the Company ("Units") at a price of US\$0.105¹ (C\$0.15) per Unit (the "Offering Price"), for aggregate consideration of up to approximately US\$6.5 million. In connection with the Brokered Offering, Bunker Hill intends to grant the Agents an option, exercisable by the Agents in whole or in part at any time up to 48 hours before the closing date of the Brokered Offering, to increase the size of the Brokered Offering by up to 9,312,928 additional Units at a price of US\$0.105¹ (C\$0.15) per additional Unit for additional aggregate gross proceeds of up to approximately US\$977,857 (the "Agents' Option").

As previously announced, in a concurrent non-brokered private placement (the "Non-Brokered Offering" and, together with the Brokered Offering, the "Offerings"), Teck has agreed to contribute US\$2.00 for every US\$1.00 raised in the Brokered Offering and pursuant to the Debt Settlements and Equity Payment Agreement (each as defined herein and further described below), for a lead order of up to 209,523,809 Units at the Offering Price for aggregate consideration of up to approximately US\$22,000,000 (assuming a maximum aggregate funding amount of US\$11,000,000 comprised of proceeds from the Brokered Offering, Debt Settlements and Equity Payment Agreement (the "Funding Amount")). Furthermore, in connection with the Brokered Offering, the Company is pleased to announce a lead order by Sprott Streaming for 10,000,000 Units (the "Sprott Units").

Each Unit issued under the Offerings will consist of one share of common stock (a "Common Share") and

one-half of one Common Share purchase warrant (a "Warrant"), with each whole Warrant exercisable for one additional Common Share (a "Warrant Share") at a price of C\$0.25 per Warrant Share for a period of three (3) years following the date of issuance.

Separately, Sprott Streaming intends to transfer up to 30,000,000 Common Shares to certain investors who subscribe for and purchase Units under the Brokered Offering. Sprott Streaming is independently making such Common Shares available to such investors in support of the Brokered Offering on a private basis and in recognition of current equity market conditions, and will not receive any direct or indirect consideration or compensation for doing so.

The Company intends to use the net proceeds of the Offerings to support the construction, start-up and ramp-up of the Bunker Hill Zinc-Silver-Lead Mine in the Silver Valley, Idaho (the "Project"). The closing of the Offerings remains subject to stock exchange and regulatory approvals and, in the case of the Non-Brokered Offering, a minimum Funding Amount of US\$10 million, receipt of the Stockholder Consent (as defined below), closing of the Debt Restructuring Transactions (as defined below), and other customary closing conditions. There can be no assurance as to whether or when either or both of the Offerings may be completed, either on the terms previously announced, described herein or at all.

Standby Facility Developments

The Company and Teck have agreed that the previously announced uncommitted revolving standby prepayment facility of up to US\$10 million (the "SP Facility"), to be provided by Teck to the Company at closing of the Non-Brokered Offering, will bear interest at a rate of 13.5% per annum until June 30, 2027 and a rate equal to 15.0% per annum thereafter, calculated and capitalized quarterly. The SP Facility will be available to the Company, until the earlier of (i) June 30, 2028, or (ii) the date on which the Project hits 90% of name plate capacity or on the date on which the Company is cashflow positive for a quarter, unless terminated earlier by Teck. The SP Facility is to be secured by a security interest over all assets, properties and undertaking of the Company and its wholly-owned subsidiary [Silver Valley Metals Corp.](#) ("Silver Valley") in form and scope similar to the security held by Sprott Streaming, with certain security to be held on a first priority basis. No bonus securities of the Company will be issued to Teck in connection with the SP Facility, nor is the SP Facility convertible into securities of the Company.

Offtake Amendments

As announced in the Company's news release dated March 6, 2025, the Company has agreed to amend certain offtake agreements previously entered into with respect to the Project. In connection with the Non-Brokered Offering, the parties intend to amend the existing zinc offtake agreement (with an effective date of November 10, 2023) and the lead concentrate offtake agreement (with an effective date of November 20, 2023) between Teck and Silver Valley, pursuant to which, among other amendments, the offtake under each respective agreement will apply to life-of-mine production rather than the current 5-year term.

Short-Term Bridge Financing

As previously disclosed, the Company and Teck agreed to a US\$3.4 million unsecured promissory note (the "Promissory Note"). The Promissory Note ensures sufficient short-term funding until the Offerings close and bears interest at a rate of 12% per annum, with such interest being capitalized and added to the principal amount outstanding monthly under the Promissory Note. The Promissory Note is available in multiple advances, at the discretion of Teck, and is payable by the Company in cash on demand from Teck. The full principal amount of \$3.4 million has been advanced under the Promissory Note to the Company. No bonus securities of the Company will be issued to Teck in connection with the Promissory Note, nor is the Promissory Note convertible into securities of the Company.

Equity Payment to C&E Tree Farm, L.L.C.

Silver Valley and C & E Tree Farm, L.L.C ("C&E") previously entered into an option agreement dated March 3, 2023 (the "Option Agreement"), pursuant to which Silver Valley has an option to purchase certain real property in Idaho, USA, from C&E upon making a cash payment of US\$3,129,500, subject to adjustment for lease payments made pursuant to a commercial lease agreement between the parties. The Company wishes

to satisfy a portion of the purchase price payable under the Option Agreement through the issuance of equity securities. Subject to the prior approval of the TSX Venture Exchange (the "TSX-V"), the Company, Silver Valley and C&E intend to enter into an equity payment agreement (the "Equity Payment Agreement"), pursuant to which the Company will issue 4,761,905 Units at a deemed price of US\$0.105 per Unit in satisfaction of US\$500,000 of the purchase price payable under the Option Agreement.

Each Unit issued pursuant to the Equity Payment Agreement will consist of one Common Share and one-half of Warrant, with each whole Warrant exercisable for one additional Warrant Share at an exercise price of C\$0.25 per Warrant Share for a period of three (3) years following the date of issuance.

Additional Debt Settlement

Further to the Company's news release dated March 25, 2025, the Company intends to settle outstanding receivables and other amounts owing (including, where applicable, accrued and unpaid interest thereon) in the aggregate amounts of up approximately US\$3,072,254 and C\$195,000 with certain creditors, insiders and contractors of the Company or Silver Valley through the issuance of equity securities at the Offering Price. The Company intends to enter into debt settlement agreements with such creditors, insiders and contractors, concurrently with the closing of the Offerings (collectively, the "Debt Settlements"), in order to preserve its cash for the potential restart and ongoing development of the Project. The Debt Settlements remain subject to prior approval of the TSX-V.

In connection with the Debt Settlements, the Company proposes to issue up to:

1. 761,904 Units to MineWater LLC ("MineWater"), as further described herein;
2. 4,642,857 Common Shares to Sprott Streaming, as further described herein;
3. 257,379 Common Shares to four directors of the Company for their services for the period beginning on March 1, 2025 and ending on April 30, 2025 (collectively, the "Director Services"). Given that the amounts owed for the Director Services exceed the limits under the TSX-V policies in respect of debt settlements to non-arm's length parties (being a maximum of C\$5,000 per person and, in the aggregate, C\$10,000 per issuer), the Company will be seeking shareholder approval for the issuance of Common Shares to these Directors prior to issuance; and
4. 30,302,181 Units to certain other arm's length creditors or contractors of the Company.

Each Unit issued pursuant to the Debt Settlements will consist of one Common Share and one-half Warrant, with each whole Warrant exercisable for one additional Warrant Share at an exercise price of C\$0.25 per Warrant Share for a period of three (3) years following the date of issuance. In accordance with the policies of the TSX-V, non-arm's length parties of the Company will receive Common Shares in lieu of Units in connection with the Debt Settlements.

MineWater Financing Cooperation Fee

The Company and Silver Valley are parties to an agreement re financing cooperation dated September 27, 2022 (the "Cooperation Agreement") by and among the Company, Silver Valley, MineWater, MineWater Finance LLC and MW HH LLC (collectively, the "MineWater Parties"). The Cooperation Agreement provides for, among other things, the MineWater Parties providing certain collateral security (the "Collateral Security") to Indemnity National Insurance Company ("INIC") in order for the Company and Silver Valley to obtain certain surety bonds from INIC with respect to the Bunker Hill Mine. In consideration for the Collateral Security, the Company is required to pay MineWater, on behalf of the MineWater Parties, a financing cooperation fee of US\$20,000 per month, payable quarterly in arrears, during the term of the Cooperation Agreement.

The Company and Silver Valley propose to enter into a debt settlement agreement with MineWater in respect of the outstanding Cooperation Fee for the period beginning on January 1, 2025 and ending on April 30, 2025, being US\$80,000. Pursuant to the terms of the debt settlement agreement, and subject to prior acceptance of the TSX-V, the Company and the MineWater Parties intend to settle the outstanding Cooperation Fee at a deemed price equal to the Offering Price and on substantially the same terms as the Offerings described above. The Company proposes to issue 761,904 Units in full and complete settlement and satisfaction of the outstanding Cooperation Fee for the period ending April 30, 2025.

Each Unit issued pursuant to the Equity Payment Agreement will consist of one Common Share and one-half of Warrant, with each whole Warrant exercisable for one additional Warrant Share at an exercise price of C\$0.25 per Warrant Share for a period of three (3) years following the date of issuance.

Debt Restructuring Developments

In connection with the previously announced debt restructuring transactions (the "Debt Restructuring Transactions" and, together with the Offerings, the "Transactions"), the Company now intends to issue, on a private placement basis, an aggregate of up to 263,690,476 Common Shares (collectively, the "Sprott Shares") at the Offering Price to Sprott Streaming (excluding the securities issuable to Sprott Streaming under the Brokered Offering), as follows:

1. up to 59,047,619 Common Shares upon Sprott Streaming's conversion of up to US\$6,200,000 (which amount consists of US\$6,000,000 principal and up to US\$200,000 of accrued and unpaid interest thereon up to May 31, 2025) (the "Loan Advance") outstanding under the existing senior secured loan agreement in the aggregate principal amount of US\$21 million (the "Debt Facility") previously advanced by Sprott Streaming;
2. 200,000,000 Common Shares which, together with the previously announced (x) issuance of two (2) senior secured Series 3 convertible debentures in the aggregate principal amount of US\$4 million and (y) grant of the New Royalty (as defined below), are being issued to Sprott Streaming in exchange of the termination of the metals purchase agreement (the "Metals Purchase Agreement") dated June 23, 2023 between the Company, Silver Valley and Sprott Streaming pursuant to which Sprott Streaming advanced the US\$46 million deposit to Silver Valley; and
3. 4,642,857 Common Shares in full satisfaction of an aggregate of US\$487,500 of accrued and unpaid interest owing under certain outstanding secured convertible debentures of the Company for the period beginning on January 1, 2025 and ending on March 31, 2025.

As noted above, the Company intends to grant an additional 1.65% life-of-mine gross revenue royalty (the "New Royalty") on the Land Package (as defined below). The New Royalty will apply to the primary and secondary claims comprising the Project (the "Land Package"), as well as any new or complementing surface and mineral rights derived from the surface and mineral rights within the existing boundaries of the Land Package that are subsequently acquired by the Company or Silver Valley.

The Company also now intends to pay Sprott Streaming a cash fee of US\$2 million, payable at maturity of the Debt Facility on June 30, 2030, as additional consideration for the conversion and exchange of the Loan Advance.

As previously disclosed, Sprott Streaming and the Company intend to amend and restate the Debt Facility to (i) fix the sliding scale royalty (the "Second Royalty") issued in connection with advances thereunder at 1.5% for both the primary and secondary claims comprising the Project, and (ii) cancel the royalty buyback option granted to the Company thereunder, which amendments shall also be reflected in an amendment to the Second Royalty. In addition, the parties will be amending the Debt Facility to include an option, at the election of the Company, to settle any accrued and unpaid interest by issuing Common Shares, subject to the prior approval of the TSX-V.

Additionally, in connection with the Transactions, the Company and Silver Valley intend to enter into (i) an amendment to the secured promissory note purchase agreement dated August 8, 2024, as previously amended by a first amendment to secured promissory note purchase agreement dated November 11, 2024 (the "MM NPA"), and (ii) an amendment to the secured promissory note dated August 8, 2024 (the "MM Note"), each with Monetary Metals Bond III LLC ("Monetary Metals") to, amongst other things, (i) reduce the rate at which advances under the MM NPA bear interest from 15% to 13.5% per annum, (ii) clarify the calculation of the cash flow sweep, (iii) extend the availability date for advances thereunder from January 31, 2025 to June 30, 2025, and (iv) in connection with any further advances, provide for the issuance of bonus warrants in such number and on such terms as to be agreed upon between the parties before issuance and subject to prior approval of the TSX-V. In any event, the number of bonus warrants issued or issuable to Monetary Metals will not exceed, in the aggregate, the maximum of 3,000,000 allowable under the MM NPA. The MM NPA and the MM Note are secured by security interests over all assets, properties and undertaking of the Company and its wholly-owned subsidiary Silver Valley in form and scope similar to the security held by Sprott Streaming and the security to be held by Teck.

Pursuant to existing security arrangements, the Company has granted security interests to Sprott Streaming,

Monetary Metals, and MineWater Parties over all of the assets, properties and undertakings of the Company and Silver Valley. In connection with the existing security and intercreditor arrangements among Sprott Streaming, Monetary Metals, the MineWater Parties and the Company, the parties intend to amend such arrangements to (i) reflect the termination of the Metals Purchase Agreement and other applicable Debt Restructuring Transactions; (ii) defer certain royalty payments and restrict early principal prepayments on certain outstanding debt obligations of the Company so long as amounts are outstanding under the SP Facility, as described above; (iii) allow for the first priority security in favour of Teck over certain inventory and accounts receivable in connection with the SP Facility; and (iv) to account for Teck under such arrangements.

There can be no assurance as to whether or when the Debt Restructuring Transactions may be completed, either on the terms previously announced, described herein or at all.

Stockholder Consent

As previously announced, the Company expects that Teck and Sprott Streaming will each own greater than 20% of the issued and outstanding Common Shares following the closing of the Transactions and therefore each will become a Control Person (as defined in the TSX-V policies).

- As at the date hereof,
 - Sprott Streaming holds, directly or indirectly, approximately 42,149,875 Common Shares, or approximately 11.7% of the outstanding Common Shares on a non-diluted basis, as well as warrants to purchase an additional 3,000 Common Shares and secured debentures convertible into up to an aggregate of approximately 98,332,299 Common Shares² (based on the principal amount only);
 - if Sprott Streaming were to exercise all of its warrants and convert the full principal amount of its debentures, it would hold an aggregate of 140,485,171 Common Shares, or approximately 30.7% of the outstanding Common Shares on a partially diluted basis;
 - Teck beneficially holds, directly or indirectly, approximately 23,784,723 Common Shares, or approximately 6.6% of outstanding Common Shares on a non-diluted basis, as well as warrants to purchase an additional 2,951,389 Common Shares; and
 - if Teck were to exercise all of its warrants, it would hold an aggregate of 26,736,112 Common Shares, or approximately 7.4% of the outstanding Common Shares on a partially diluted basis.
- Assuming the completion of (i) the maximum offering amount under the Brokered Offering (excluding the exercise of the Agents' Option), including the maximum number of Sprott Units, (ii) the maximum offering amount under the Non-Brokered Offering, and (iii) the issuance of the maximum number of Sprott Shares in connection with the Debt Restructuring Transactions, the Company expects that:
 - Sprott Streaming will hold, directly or indirectly, approximately 305,840,348 Common Shares, or approximately 32.8% of the then outstanding Common Shares on a non-diluted basis, as well as warrants to purchase an additional 5,003,000 Common Shares and secured debentures convertible into up to an aggregate of approximately 228,571,429 Common Shares (based on the principal amount only);
 - if Sprott Streaming were to exercise all of its warrants and convert the full principal amount of its debentures then held, it would hold an aggregate of 539,414,777 Common Shares, or approximately 41.0% of the outstanding Common Shares on a partially diluted basis;
 - Teck will hold, directly or indirectly, approximately 233,308,533 Common Shares, or approximately 25.1% of the then outstanding Common Shares on a non-diluted basis, as well as warrants to purchase an additional 107,713,294 Common Shares; and
 - if Teck were to exercise all of its warrants then held, it would hold an aggregate of 341,021,826 Common Shares, or approximately 32.8% of the outstanding Common Shares on a partially diluted basis.

In accordance with the TSX-V policies, the approval of the Company's stockholders will be required with respect to Teck and Sprott Streaming each becoming a Control Person. In lieu of a special meeting of its stockholders, the Company intends to obtain the written consent of disinterested stockholders holding more than 50% of the current issued and outstanding Common Shares (the "Stockholder Consent"), which Stockholder Consent will exclude any votes held by Teck, Sprott Streaming and their respective Affiliates or Associates (each as defined in the TSX-V policies). The Company also intends to rely on the Stockholder Consent to satisfy the required approvals for the previously announced (i) amendment and restatement of the Company's articles of incorporation, (ii) the amendments to the existing royalties held by Sprott Streaming on certain claims comprising the Land Package, and (iii) the grant of the New Royalty to Sprott Streaming.

Related Party Transactions

Each of the Debt Restructuring Transactions with Sprott Streaming and the issuance of Units or Common Shares under the Brokered Offering to Sprott Streaming and certain directors and officers of the Company, constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements provided under Sections 5.5(g) and 5.7(e) under MI 61-101 related to the financial hardship of the Company.

ABOUT BUNKER HILL MINING CORP.

Bunker Hill is an American mineral exploration and development company focused on revitalizing our historic mining asset: the renowned zinc, lead, and silver deposit in northern Idaho's prolific Coeur d'Alene mining district. This strategic initiative aims to breathe new life into a once-productive mine, leveraging modern exploration techniques and sustainable development practices to unlock the potential of this mineral-rich region. Bunker Hill Mining Corp. aims to maximize shareholder value while responsibly harnessing the mineral wealth in the Silver Valley mining district by concentrating our efforts on this single, high-potential asset. Information about the Company is available on its website, www.bunkerhillmining.com, or within the SEDAR+ and EDGAR databases.

On behalf of Bunker Hill Mining Corp.

Sam Ash
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Cautionary Statements

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

Certain statements in this news release are forward-looking and involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, as well as within the meaning of the phrase 'forward-looking information' in the Canadian Securities Administrators' National Instrument 51-102 - Continuous Disclosure Obligations (collectively, "forward-looking statements"). Forward-looking statements are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", "plan" or variations of such words and phrases.

Forward-looking statements in this news release include, but are not limited to, statements regarding: the Company's objectives, goals or future plans, including with respect to the restart and development of the Project in a manner that maximizes shareholder value; the achievement of future short-term, medium-term and long-term operational strategies, including the timing of commissioning and operations and full nameplate production; the terms of and anticipated benefits of the Transactions, including the Company's ability to enter into definitive documentation with respect to the Transactions or complete the Transactions on the terms described herein or at all; the creation of new Control Persons of the Company; the amendment of the offtake agreements with Teck; the completion of the Offerings, including the amount of net proceeds under the Offerings; the transfer of Common Shares by Sprott Streaming in connection therewith; the

intended use of the net proceeds of the Offerings and any advances under the SP Facility; the Company obtaining all necessary stockholder, regulatory and stock exchange approvals with respect to the Transactions and the amendment to the Company's articles of incorporation, including the approval of the TSX-V and the Stockholder Consent; Bunker Hill's ability to secure sufficient project financing to complete the construction and development of the Project and move it to commercial production on an acceptable timeline, on acceptable terms, or at all; future equity raises by the Company; and the proposed amendment of the articles of incorporation of the Company. Forward-looking statements reflect material expectations and assumptions, including, without limitation, expectations and assumptions relating to: Bunker Hill's ability to close the Transactions and to receive sufficient project financing for the restart and development of the Project on an acceptable timeline, on acceptable terms, or at all; our ability to service our existing debt and meet the payment obligations thereunder, including following the Debt Restructuring Transactions, if completed; further drilling and geotechnical work supporting the planned restart and operations at the Project; the future price of metals; and the stability of the financial and capital markets. Factors that could cause actual results to differ materially from such forward-looking statements include, but are not limited to, those risks and uncertainties identified in public filings made by Bunker Hill with the U.S. Securities and Exchange Commission (the "SEC") and with applicable Canadian securities regulatory authorities, and the following: Bunker Hill's ability to consummate the Transactions on the terms described herein or at all; Bunker Hill's ability to obtain the Stockholder Consent; Bunker Hill's ability to realize the anticipated benefits of the Transactions, including with respect to the Debt Restructuring Transactions; Bunker Hill's ability to use the net proceeds of the Offerings in a manner that will increase the value of stockholders' investments; the dilution to current stockholders as a result of the consummation of the Offerings and the issuance of Common Shares under the Debt Restructuring Transactions; Bunker Hill's ability to operate as a going concern and its history of losses; Bunker Hill's inability to raise additional capital for project activities, including through equity financings, concentrate offtake financings or otherwise; the fluctuating price of commodities; capital market conditions; restrictions on labor and its effects on international travel and supply chains; failure to identify mineral resources; further geotechnical work not supporting the continued development of the Project or the results described herein; failure to convert estimated mineral resources to reserves; the preliminary nature of metallurgical test results; the Company's ability to raise sufficient project financing, on acceptable terms or at all, to restart and develop the Project and the risks of not basing a production decision on a feasibility study of mineral reserves demonstrating economic and technical viability, resulting in increased uncertainty due to multiple technical and economic risks of failure which are associated with this production decision including, among others, areas that are analyzed in more detail in a feasibility study, such as applying economic analysis to resources and reserves, more detailed metallurgy and a number of specialized studies in areas such as mining and recovery methods, market analysis, and environmental and community impacts and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit, with no guarantee that production will begin as anticipated or at all or that anticipated production costs will be achieved; the Company requiring additional capital expenditures than anticipated, resulting in delays in the expected restart timeline; failure to commence production would have a material adverse impact on the Company's ability to generate revenue and cash flow to fund operations; failure to achieve the anticipated production costs would have a material adverse impact on the Company's cash flow and future profitability; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; political risks; changes in equity markets; uncertainties relating to the availability and costs of financing needed in the future; the inability of the Company to budget and manage its liquidity in light of the failure to obtain additional financing, including the ability of the Company to complete the payments pursuant to the terms of the agreement to acquire the Project complex; inflation; changes in exchange rates; fluctuations in commodity prices; delays in the development of projects; and capital, operating and reclamation costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements in this news release are reasonable, undue reliance should not be placed on such statements or information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all, including as to whether or when the Company will achieve its project finance initiatives, or as to the actual size or terms of those financing initiatives, or whether and when the Company will achieve its operational and construction targets. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

Readers are cautioned that the foregoing risks and uncertainties are not exhaustive. Additional information on these and other risk factors that could affect the Company's operations or financial results are included in the Company's annual report and may be accessed through the SEDAR+ website (www.sedarplus.ca) or through EDGAR on the SEC website (www.sec.gov).

¹ Based on a CAD/USD exchange rate of 0.6959 as published by the Bank of Canada on March 5, 2025.

² Based on a CAD/USD exchange rate of 0.6959 as published by the Bank of Canada on March 5, 2025.

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