Foran Closes First Tranche of $360M Private Placement for Gross Proceeds of $289M

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Second Tranche for Gross Proceeds of $71M Expected to Close Following Special Shareholders Meeting

All amounts are in Canadian dollars unless stated otherwise

VANCOUVER, Aug. 8, 2024 - Foran Mining Corp. (TSX: FOM) (OTCQX: FMCXF) ("Foran" or the "Company") is pleased to announce that it has completed the first tranche of its previously announced $360 million private placement financings (the "Offering"), for aggregate gross proceeds of $289,052,853 (the "First Tranche Offering").

The First Tranche Offering involved the completion of:

(a) a brokered private placement (the "Brokered Offering"), pursuant to which the Company issued a total of (i) 44,446,529 common shares of the Company (the "Common Shares") at an issue price of $4.05 per Common Share, for gross proceeds of $180,008,442; and (ii) 4,501,874 Common Shares, each of which were issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "FT Shares"), with 2,906,977 FT Shares issued at a price of $6.88 per share (the "SK FT Shares") and 1,594,897 FT Shares issued at a price of $6.27 per share, for gross proceeds of $30,000,006; and

(b) a non-brokered private placement with Agnico Eagle Mines Ltd. ("Agnico Eagle") pursuant to which the Company issued a total of 19,517,137 Common Shares at an issue price of $4.05 per Common Share for gross proceeds of $79,044,405.

The Brokered Offering was conducted through a syndicate of agents with Eight Capital, BMO Capital Markets and National Bank Financial Inc. as co-lead agents and joint bookrunners, together with Ventum Financial Corp., CIBC World Markets Inc., Cormark Securities Inc., Scotia Capital Inc., Stifel Nicolaus Canada Inc. and TD Securities Inc. (collectively, the "Agents").

The net proceeds of the First Tranche Offering will be used for exploration and development of the Company's mineral projects in Saskatchewan, and for working capital and general corporate purposes. The Company will use an amount equal to the gross proceeds from the sale of the FT Shares, pursuant to the provisions of the Income Tax Act (Canada), to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the Income Tax Act (Canada) and in the case of the SK FT Shares to incur "eligible flow-through mining expenditures" within the meaning of The Mineral Exploration Tax Credit Regulations, 2014 (Saskatchewan) (the "Qualifying Expenditures") related to the Company's mineral projects located in Saskatchewan, on or before December 31, 2025, and will renounce all of the Qualifying Expenditures in favour of the subscribers of the FT Shares with an effective date not later than December 31, 2024.

The First Tranche Offering remains subject to the final approval of the TSX. The securities issued pursuant to the First Tranche Offering shall be subject to a four-month plus one day hold period commencing on the date hereof under applicable Canadian securities laws. Following the completion of the First Tranche Offering, Agnico Eagle holds a 9.1% interest in the Company on a basic voting basis.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

Related Party Transaction

Certain controlled affiliates of Fairfax Financial Holdings Limited ("Fairfax"), an insider of the Company, participated in the First Tranche Offering, on a pro rata basis, acquiring an aggregate of 10,307,910 Common Shares. The insider participation in the First Tranche Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), for which the Company was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as neither the fair market value of the securities issued to the insider under the Offerings nor the consideration paid by the insider exceeded 25% of the Company's market capitalization, in each case as determined under MI 61‑101. The Company did not file a material change report 21 days before closing of the First Tranche Offering as the full details of the insider participation were not known at that time.

Second Tranche Offering

The originally announced $360 million Offering on July 17, 2024 would result in the issuance of greater than 25% of the Company's currently issued and outstanding Common Shares (the "Dilution Limit") and as a result requires shareholder approval under the rules of the TSX. Additionally, the level of participation by certain controlled affiliates of Fairfax in the second tranche of the Offering would result in those current affiliates of Fairfax that are shareholders of the Company, collectively exceeding their pro rata shareholdings (the "Pro Rata Limit") in the Company. The TSX has agreed to permit such increased level of participation if shareholder approval (excluding votes held directly or indirectly by affiliates of Fairfax) is obtained. As a result, the Company intends to hold a special meeting of shareholders on September 16, 2024 (the "Shareholder Meeting") pursuant to which shareholder approval will be sought to exceed the Dilution Limit and the Pro Rata Limit in connection with completing the second tranche of the Offering (the "Second Tranche Offering").

The Second Tranche Offering is intended to be completed following the receipt of all requisite shareholder approval, and is expected to consist of (a) a brokered private placement to be conducted through the Agents for the issuance of 12,563,798 Common Shares at an issue price of $4.05 per Common Share for gross proceeds of $50,883,382, to be subscribed for by certain controlled affiliates of Fairfax, and (b) a non-brokered private placement to be completed with Agnico Eagle for the issuance of 4,954,915 Common Shares at an issue price of $4.05 per Common Share for gross proceeds of $20,067,406. Following the completion of the Second Tranche Offering, Agnico Eagle is expected to hold a 9.9% interest in the Company on a pro forma basic voting basis.

There is no assurance that the requisite shareholder approval will be obtained or that the Second Tranche Offering will be completed. The management information circular related to the Shareholder Meeting will be filed under the Company's profile on SEDAR+ at www.sedarplus.ca once available and readers are referred to full details to be contained therein.

About Foran Mining

Foran Mining is a copper-zinc-gold-silver exploration and development company, committed to supporting a greener future, empowering communities and creating circular economies which create value for all our stakeholders, while also safeguarding the environment. The McIlvenna Bay Project is located entirely within the documented traditional territory of the Peter Ballantyne Cree Nation, comprises the infrastructure and works related to pre-development and advanced exploration activities of the Company, and hosts the McIlvenna Bay Deposit and Tesla Zone. The Company also owns the Bigstone Deposit, a resource-development stage deposit located 25 km southwest of the McIlvenna Bay Property.

The McIlvenna Bay Deposit is a copper-zinc-gold-silver rich VHMS deposit intended to be the centre of a new mining camp in a prolific district that has already been producing for 100 years. The McIlvenna Bay Property sits just 65 km West of Flin Flon, Manitoba, and is part of the world class Flin Flon Greenstone Belt that extends from Snow Lake, Manitoba, through Flin Flon to Foran's ground in eastern Saskatchewan, a distance of over 225 km.

The McIlvenna Bay Deposit is the largest undeveloped VHMS deposit in the region. The Company

announced the results from its NI 43-101 compliant Technical Report on the 2022 Feasibility Study for the McIlvenna Bay Deposit ("2022 Feasibility Study") on February 28, 2022, outlining that current Mineral Reserves would potentially support an 18-year mine life producing an average of 65 million pounds of copper equivalent annually. The Company filed the 2022 Feasibility Study on April 14, 2022, with an effective date of February 28, 2022. The Company also filed a NI 43-101 Technical Report for the Bigstone Deposit resource estimate on January 21, 2021, as amended on February 1, 2022. Investors are encouraged to consult the full text of these technical reports which may be found on the Company's profile on www.sedarplus.ca.

The Company's head office is located at 409 Granville Street, Suite 904, Vancouver, BC, Canada, V6C 1T2. Common Shares of the Company are listed for trading on the TSX under the symbol "FOM" and on the OTCQX under the symbol "FMCXF".

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This news release contains certain forward-looking information and forward-looking statements, as defined under applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or to the future performance of Foran Mining Corporation and reflect management's expectations and assumptions as of the date hereof or as of the date of such forward looking statement. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "potentially", "intends", "likely", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Such forward-looking statements include, but are not limited to, statements regarding our objectives and our strategies to achieve such objectives; our beliefs, plans, estimates, projections and intentions, and similar statements concerning anticipated future events; as well as specific statements in respect of our intended use of proceeds from the First Tranche Offering; the TSX providing final approval for the First Tranche Offering; the terms and conditions and anticipated timing for completion of the Second Tranche Offering, including our ability to obtain the requisite shareholder approvals at the Shareholder Meeting to exceed the Dilution Limit and the Pro Rata Limit, and receive other regulatory approvals including final TSX approval; our expectation that the Second Tranche Offering will be successfully completed; the participation of certain controlled affiliates of Fairfax and Agnico Eagle in closing of the Second Tranche Offering and their expected shareholdings in the Company post-completion; our commitment to support a greener future, empower communities and create circular economies which create value for all our stakeholders while safeguarding the environment; expectations regarding our development and advanced exploration activities; and expectations, assumptions and targets in respect of our 2022 Feasibility Study. The forward-looking statements in this news release speak only as of the date of this news release or as of the date specified in such statement.

Inherent in forward-looking statements are known and unknown risks, estimates, assumptions, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements contained in this news release. These factors include, but are not limited to, management's belief or expectations relating to the following and, in certain cases, management's response with regard to the following: the certainty of funding, including that the Second Tranche Offering will be completed on the terms and conditions and in line with anticipated timing disclosed herein; the Company's reliance on the McIlvenna Bay Property; the Company's statements about the expected productive capacity and other technical estimates on its projects, and the Company's reliance on technical experts with respect thereto; government, securities, and stock exchange regulation and policy; the Company has a history of losses and may not be able to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis; the Company is exposed to risks related to mineral resources exploration and development; failure to comply with covenants under the Senior Credit Facility or the Equipment Finance Facility may have a material adverse impact on the Company's operations and financial condition; the Company may require additional financing and future share issuances may adversely impact share prices; the Company is subject to government regulation and failure to comply could have an adverse effect on the Company's operations; interest rates risk; market and liquidity risk; and the additional risks identified in our filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended.

The forward-looking statements contained in this press release reflect the Company's current views with respect to future events and are based upon a number of assumptions that, while considered reasonable by

the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. Readers are cautioned not to place undue reliance on forward-looking statements and should note that the assumptions and risk factors discussed in this press release are not exhaustive. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this press release. All forward-looking statements herein are qualified by this cautionary statement. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law. Additional information about these assumptions, risks and uncertainties is contained in our filings with securities regulators.

SOURCE Foran Mining Corporation

Contact
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