

Florida Canyon Gold Inc. Receives Final Order of the Ontario Superior Court of Justice to Approve Arrangement with Integra

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[Florida Canyon Gold Inc.](#) (TSXV: FCGV) ("FCGI", or the "Corporation") is pleased to announce the receipt of the final order of the Ontario Superior Court of Justice (Commercial List) with respect to the pending arrangement transaction between FCGI and [Integra Resources Corp.](#) ("Integra"). Court approval was the final substantive approval required prior to closing of the Arrangement, which is anticipated to occur in November subject to the satisfaction or waiver of other closing conditions, including the sale of FCGI's Mexican assets to [Heliostar Metals Ltd.](#)

The arrangement agreement dated July 28, 2024 between FCGI and Integra, as amended on September 3, 2024 (the "Arrangement Agreement"), provides that Integra will acquire all of the issued and outstanding common shares of FCGI by way of a court-approved plan of arrangement under the Canada Business Corporations Act (the "Arrangement"), and in exchange, the shareholders of FCGI ("Shareholders") will be entitled to receive 0.467 of a common share of Integra. The Arrangement was overwhelmingly approved by Shareholders at the special meeting of Shareholders held on October 25, 2024.

Further details regarding the Arrangement are set out in the management information circular of FCGI dated September 19, 2024, which is available on FCGI's SEDAR+ profile at www.sedarplus.ca.

About Florida Canyon Gold Inc.

FCGI is a Canadian-based junior gold producer with assets in the United States and Mexico. The principal operating assets of FCGI are the Florida Canyon mine in Nevada and San Agustin mine in Mexico. The Corporation also holds the El Castillo mine, La Colorada mine, Cerro del Gallo project, and San Antonio project (which is subject to an option agreement with Heliostar Metals Ltd.), all located in Mexico. FCGI has entered into a binding agreement to sell its interests in the San Agustin mine, El Castillo mine, La Colorada mine, Cerro del Gallo project and San Antonio project to Heliostar Metals Ltd.

Cautionary Note Regarding Forward-looking Statements

This news release contains certain "forward-looking statements" under applicable Canadian securities laws concerning the business, operations and financial performance and condition of FCGI. Except for statements of historical fact relating to FCGI, all statements included herein are forward-looking statements. The words "believe", "expect", "strategy", "target", "plan", "scheduled", "commitment", "opportunities", "guidance", "project", "continue", "on track", "estimate", "growth", "forecast", "potential", "future", "extend", "planned", "will", "could", "would", "should", "may" and similar expressions typically identify forward-looking statements. In particular, this news release contains forward-looking statements including, without limitation, information and statements regarding the Arrangement; the timing and ability of FCGI to complete the Arrangement; and the timing and ability of FCGI to satisfy the conditions precedent to completing the Arrangement as set forth in the Arrangement Agreement.

Forward-looking statements are necessarily based on the opinions and estimates of management at the date the statements are made and are based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Many of these assumptions are based on factors and events that are not within the control of FCGI and there is no assurance they will prove to be correct.

These factors are discussed in greater detail in FCGI's TSX Venture Exchange ("TSXV") Form 2B - Listing Application, filed under the Corporation's issuer profile on SEDAR+, which also provides additional general assumptions in connection with these statements. FCGI cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail.

Although FCGI has attempted to identify important factors that could cause actual actions, events or results

to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. FCGI undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements. Comparative market information is as of a date prior to the date of this document. Further, the forward-looking statements included herein speak only as of the date of this news 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 news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

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