

STLLR Gold Files Final Short Form Prospectus In Connection with Bought Deal Financing

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Final Short Form Prospectus is Accessible on SEDAR+

Toronto, November 19, 2024 - [STLLR Gold Inc.](#) (TSX: STLR) (FSE: O9D) ("STLLR" or the "Company") is pleased to announce that the Company has filed and been receipted for a final short form prospectus dated November 19, 2024 (the "Final Prospectus") in connection with its C\$25 million bought deal public offering (the "Offering") of (i) 4,793,000 units of the Company issued on a charitable flow-through basis (the "Premium FT Units") at a price of C\$1.565 per Premium FT Unit, (ii) 3,788,000 units of the Company issued on a flow-through basis (the "FT Units") at a price of C\$1.32 per FT Unit, and (iii) 11,364,000 units of the Company (the "Hard Dollar Units" and together with the Premium FT Units and the FT Units, the "Offered Securities") at a price of C\$1.100 per Hard Dollar Unit, as further described in the news release of the Company dated November 4, 2024.

In connection with the Offering, the Company has entered into an amended and restated underwriting agreement dated November 19, 2024 with Paradigm Capital Inc., as the lead underwriter and sole bookrunner, together with a syndicate of underwriters including SCP Resource Finance LP, BMO Capital Markets, Haywood Securities Inc., National Bank Financial Inc., Stifel Nicolaus Canada Inc., and Velocity Trade Capital Ltd. (collectively, the "Underwriters").

In addition, the Company has granted the Underwriters an over-allotment option (the "Over-Allotment Option"), exercisable in whole or in part at any time and from time to time, up to and including the date which is 30 days after the closing of the Offering, in the sole discretion of the Underwriters, to purchase from the treasury of the Company up to an additional number of Offered Securities as is equal to 15% of the number of the Offered Securities issued pursuant to the Offering, on the same terms as set forth above, to cover over-allotments, if any, and for market stabilization purposes.

Closing of the Offering is expected to occur on or about November 26, 2024. The Toronto Stock Exchange has conditionally approved the Offering and the listing of the common shares of the Company underlying the Offered Securities (including any exercise of the Over-Allotment Option), subject to customary conditions.

Access to the Final Prospectus and any amendment thereto is provided in accordance with securities legislation relating to procedures for providing access to a short form prospectus and any amendment. The Final Prospectus is accessible on SEDAR+ at www.sedarplus.ca. An electronic or paper copy of the Final Prospectus and any amendment may be obtained, without charge, from the Company at Suite 4260 - 181 Bay St. Toronto, ON M5J 2V1, by telephone at (416) 863-2105 or by email at investors@stillrgold.com and by providing the contact with an email address or address, as applicable. Prospective investors should read the Final Prospectus in its entirety before making an investment decision.

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 nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities described herein 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 STLLR Gold

STLLR Gold Inc. (TSX: STLR) (FSE: O9D) is a Canadian gold development company actively advancing two

cornerstone gold projects in Canada: The Tower Gold Project in the Timmins Mining Camp in Ontario and the Colomac Gold Project located north of Yellowknife, Northwest Territories. Each of these two projects has the potential for a long-life and large-scale operation and are surrounded by exploration land with favourable upside potential. STLLR's experienced management team, with a track record of successfully advancing projects and operating mines, is working towards rapidly advancing these projects.

Contact Us

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Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the completion of the Offering and the timing in respect thereof. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "advancing", "working towards", "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved".

Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of STLLR to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration, development and mining such as economic factors as they effect exploration, future commodity prices, changes in foreign exchange and interest rates, actual results of current exploration activities, government regulation, political or economic developments, the war in Ukraine and the Middle East and their effect on supply chains, environmental risks, COVID-19 and other pandemic risks, permitting timelines, capital expenditures, operating or technical difficulties in connection with development activities, employee relations, the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in the Company's annual information form for the year ended December 31, 2023, available on www.sedarplus.ca. Although STLLR has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. STLLR does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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