

Teuton Resources Corp. Announces Spin-Out of Luxor Project

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[Teuton Resources Corp.](#) ("Teuton" or the "Company") (TSXV:TUO, Frankfurt:TFE, OTCQB:TEUTF) is pleased to announce that its Board of Directors has approved a spin-out of certain mineral properties and other assets to its wholly owned subsidiary, [Luxor Metals Ltd.](#) ("SpinCo"), through a statutory plan of arrangement (the "Arrangement"). In connection with the proposed Arrangement, Teuton and SpinCo have entered into an arrangement agreement as of today's date.

The contiguous properties proposed for the spin-out have previously been known by the names Big Gold, Eskay Rift, Four J's, Tennyson, Pearson, Catspaw and Leduc Silver (collectively the "Luxor Project"). The Luxor Project, which is approximately 20,481 hectares in size, is situated located 42 km northwest of Stewart, in an area commonly referred to as British Columbia's "Golden Triangle".

Under the Arrangement, Teuton will transfer the Luxor Project and \$1.9 million of cash and securities to SpinCo, in consideration of that number of SpinCo common shares (the "Consideration Shares") which equals 1/3 of the Teuton common shares issued and outstanding on the record date, which is currently set as February 14, 2025 (the "Record Date"). The Consideration Shares will be distributed to Teuton shareholders on closing of the Arrangement, with each Teuton shareholder receiving one SpinCo share for every three Teuton shares held on the Record Date. SpinCo has applied to list its common shares on the Canadian Securities Exchange, and if successful, such listing will occur after closing of the spin-out transaction.

Dino Cremonese, Teuton's President and CEO, comments: "The intent of the spin-out transaction is to increase shareholder value by allowing capital markets to ascribe value to the Luxor Project independently of the other properties held by Teuton. Shareholders will hold shares in two public companies, and will have greater flexibility in deciding which projects to invest in."

Completion of the Arrangement is subject to satisfaction of certain conditions, including but not limited to approval of the Arrangement by:

- at least 2/3 of votes cast at Teuton's shareholder meeting to be held on March 21, 2025 (the "Meeting")
- the Supreme Court of British Columbia
- the TSX Venture Exchange ("TSXV")

SpinCo's management consists of Dino Cremonese, CEO and Bond Skillings, CFO. Dino Cremonese, Robert Smiley and Jeremy Zall, also serve as directors of SpinCo. No changes are expected to be made after closing of the Arrangement to SpinCo's board of directors or management.

The Arrangement will not change the corporate structure of Teuton, nor affect the shareholdings of Teuton common shares. Additional details about the Arrangement will be provided in the information circular to be mailed to Teuton shareholders.

About Teuton

Teuton owns interests in more than thirty properties in the prolific "Golden Triangle" area of northwest British Columbia and was one of the first companies to adopt what has since become known as the "prospect generator" model. This model minimizes share equity dilution while at the same time maximizing opportunity. Earnings provided from option payments received, both in cash and in shares of the optionee companies has

provided Teuton with substantial income.

On Behalf of the Board of Directors

"Dino Cremonese"

Dino Cremonese, P. Eng.

President and Chief Executive Officer

For further information, please visit the Company's website at www.teuton.com or contact:

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