

RUA GOLD Announces C\$5 Million Brokered Offering of Common Shares

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VANCOUVER, Feb. 12, 2025 - [Rua Gold Inc.](#) (TSXV: RUA) (OTCQB: NZAUF) (WKN: A40QYC) ("RUA GOLD" or the "Company") is pleased to announce that it has entered into an agreement with Cormark Securities Inc., as sole agent (the "Agent"), which the Agent has agreed to act as agent on a "best efforts" basis, in connection with the public offering of 8,333,400 shares in the capital of the Company (each, a "Common Share") at a price of C\$0.60 per Common Share (the "Offering") with an aggregate gross proceeds of C\$5,000,040 (the "Offering"). The Offering is expected to close on or about February 20, 2025 (the "Closing Date"), or such other date as agreed upon between the Company and the Agent, and is subject to certain conditions, including, but not limited to the receipt of all necessary regulatory approvals.

The Company has granted to the Agent an option (the "Over-Allotment Option") exercisable, in whole or in part, within 30 days after the Closing Date to sell, at the Offering Price, up to 1,250,010 additional Common Shares (being that number of additional Common Shares equal to 15% of the number of Common Shares issuable pursuant to the Offering) for market stabilization purposes and to cover over-allotments, if any.

The Company intends to use the net proceeds from the Offering for continuing the exploration program on its Reefton Project and for general working capital and general corporate purposes.

The Common Shares will be issued pursuant to a prospectus supplement (the "Supplement") to the Company's base prospectus dated July 11, 2024 (the "Shelf Prospectus") that will be filed in each of the provinces and territories of Canada, including Quebec. The Common Shares may also be sold in the United States on a private placement basis pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and applicable U.S. state securities laws, and other jurisdictions outside of Canada and the United States pursuant to a prospectus or registration exemptions in accordance with applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.

Copies of the Supplement, following filing thereof, and the Shelf Prospectus may be obtained on SEDAR+ at [www.sedar.com](#). The Shelf Prospectus contains, and the Supplement will contain, important detailed information about the Company and the proposed Offering including the proposed use of proceeds therefrom. Prospective investors should read the Supplement and accompanying Shelf Prospectus and the documents incorporated by reference therein before making an investment decision.

The securities referred to in this news release have not been, nor will they be, registered under the U.S. Securities Act of 1933 or state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities in the United States, nor in any other jurisdiction in which such offer, solicitation or sale would be unlawful. "United States" and "U.S. person" are as defined in Regulation D of the U.S. Securities Act.

About RUA GOLD

RUA GOLD is an exploration company, strategically focused on New Zealand. With decades of expertise, our team has successfully taken major discoveries into producing world-class mines across multiple continents. The team is now focused on maximizing the asset potential of RUA GOLD's two highly prospective high-grade gold projects.

The Company controls the Reefton Gold District as the dominant landholder in the Reefton Goldfield on New Zealand's South Island with over 120,000 hectares of tenements, in a district that historically produced over 2Moz of gold grading between 1960 and 1980.

50g/t.

The Company's Glamorgan Project solidifies RUA GOLD's position as a leading high-grade gold explorer on New Zealand's North Island. This highly prospective project is located within the North Islands' Hauraki district, a region that has produced an impressive 15Moz of gold and 60Moz of silver. Glamorgan is adjacent to [OceanaGold Corp.](#)'s biggest gold mining project, Wharekirauponga.

For further information, please refer to the Company's disclosure record on SEDAR+ at www.sedarplus.ca.

Website: www.RUAGOLD.com

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "may", "could", "should", "will", "would", "may", "could" or "should" occur and specifically include statements regarding: the filing of the Supplement, the size of the Offering, the intended use of the net proceeds of the Offering, the timing of the Closing Date and completion of the Offering, the exercise of the Over-Allotment Option, the receipt of all necessary regulatory approvals; the Company's strategies, expectations, planned operations or future actions, including but not limited to exploration programs at its Reefton and Glamorgan projects and the results thereof. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteed and future performance and actual results may differ materially from those in the forward-looking statement.

Investors are cautioned that any such forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. A variety of inherent risks, uncertainties and factors, many of which are beyond the Company's control, affect the operations, performance and results of the Company and its business, and could cause actual events or results to differ materially from estimated or anticipated events or results expressed or implied by forward looking statements. Some of these risks, uncertainties and factors include: general economic, competitive, political and social uncertainties; risks related to the effects of the Russia-Ukraine war; risks related to climate change; operational risks in exploration, delays or changes in plans with respect to exploration projects and expenditures; the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs and expenses or equipment or production costs as anticipated, accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, flooding or unfavorable operating conditions and losses, insurrection or war, delays in obtaining governmental approvals or financing, and commodity prices. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and reference should also be made to the Company's short form base shelf prospectus dated July 11, 2024, and documents incorporated by reference therein, filed under its SEDAR+ profile at www.sedarplus.ca for a description of all material risk factors.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update or revise forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

SOURCE Rua Gold Inc.

Contact

RUA GOLD Contact, Robert Eckford, Chief Executive Officer, Phone: (604) 655-7354, Email: reckford@RUAGOLD.com

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