

Rottenstone Gold Inc.: Closes Previously Announced Financing

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[Rottenstone Gold Inc.](#) - CSE:SK - ("Rottenstone Gold" or the "Corporation" or the "Issuer") reports that it has closed a non-brokered common share unit financing (the "Financing") by way of the issuance of 1,000,000 units (the "Units") at a price of \$0.055 per Unit. Each Unit consisted of one common share of the Corporation (a "Unit Share") and one transferrable common share purchase warrant (a "Warrant") that in turns entitles the holder of a Warrant, upon further payment to the Corporation, to acquire one additional common share of the Corporation (a "Warrant Share") at an exercise price of \$0.07 per Warrant Share on any date prior to the date which is 36 months following the closing date of the Financing (see news release by the Issuer dated January 7, 2025).

Closing of the Financing occurred today with the planned use of proceeds being near-term working capital (the "Use of Proceeds").

There were no finder's fees paid by the Corporation with respect to the Financing.

The Units issued under the Financing remain subject to any requisite regulatory approval(s) and shall be subject to a four-month and one day hold period pursuant to applicable securities laws of Canada.

Following completion of the Financing, Rottenstone Gold has 27,236,400 common shares issued and outstanding.

MI 61-101 Disclosure

One Insider (as that term is defined by securities regulations) of Rottenstone Gold, an Officer/Director, indirectly participated in the Financing, for an aggregate total of \$55,000 in Units. The participation by such Insider is considered a "related-party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Corporation has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in 5.5(b) and 5.7(1)(b), respectively, of MI 61-101, as no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, Aequis NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and neither the fair market value of the Units to be acquired by the participating insider nor the consideration to be paid by such insider exceeds \$2,500,000. The Corporation did not file a material change report more than 21 days before the expected closing of the Financing as the details of the participation therein by related parties of the Corporation were not settled until shortly prior to closing of the Financing and the Corporation wished to close on an expedited basis for sound business reasons.

About Rottenstone Gold Inc. - CSE:SK

Rottenstone Gold is a Vancouver-based junior mining exploration company. Traded on the Canadian Securities Exchange under the symbol "SK", the Corporation is focused on its district-scale Rottenstone Project in Saskatchewan, as well as its Five Point Project in British Columbia.

For additional information, please visit www.rottenstonegold.com.

The Corporation is subject to various risks and uncertainties, including those risks and uncertainties set out in public filings made by the Corporation, including those public filings available on SEDAR+ (www.sedarplus.ca), as well as through those materials filed at the Corporation's Disclosure Hall on the CSE

website (<https://thecse.com/listings/rottenstone-gold-inc/>).

On Behalf of the Board of Directors

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Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Canadian securities laws. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words "anticipate," "expect," "suggest," "plan," "believe," "intend," "intention" "estimate," "target," "project," "should," "could," "would," "may," "will," "forecast" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties, including but not limited to the matters related to the Financing, such as regulatory matters and/or forward plans regarding the Use of Proceeds. Actual results may differ materially from those currently expected or forecast in such statements.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE Exchange) accepts responsibility for the adequacy or accuracy of this release.

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