

Early Warning Notice Regarding - Rottenstone Gold Inc.

18.02.2025 | [The Newswire](#)

This press release is issued pursuant to Multilateral Instrument 62-104, The Early Warning System and Related Take-Over Bid and Insider Reporting Issues.

Mr. Ryan Kalt (the "Acquiror" or "Mr. Kalt") reports that he has filed an early warning report (the "Early Warning Report") in connection with the acquisition of 1,000,000 common share units (the "Acquired Units") of [Rottenstone Gold Inc.](#) (CSE:SK) ("Rottenstone Gold" or the "Issuer"), as purchased in a non-brokered private placement conducted by the Issuer (the "Financing") and for which cash consideration of \$55,000.00 was paid to Rottenstone Gold (the "EWR Reporting Event").

The Acquired Units were privately acquired by Mr. Kalt for investment purposes, on an indirect basis through a corporate entity wholly owned by the Acquiror.

On a stand-alone basis, the Placement Shares (below defined) represent 3.67% of the now-issued common shares of Rottenstone Gold (based upon 27,236,400 common shares outstanding for the Issuer), therein providing for the regulatory disclosures herein and herewith associated.

The Acquired Units were indirectly acquired at the closing of the Financing on February 18, 2025 and were acquired pursuant to the terms of the Financing announced by the Issuer (see news release issued by Rottenstone Gold dated February 18, 2025), with such particulars also described in the Form 62-103F1 related to this prescribed Early Warning Notice press release.

The Acquired Units represent 1,000,000 common shares of the Issuer (the "Placement Shares") and 1,000,000 common share purchase warrants of the Issuer (the "Placement Warrants").

Under the Business Corporations Act (British Columbia), which applies to the Issuer, Mr. Kalt, who is an Officer and Director of the Issuer, abstained from voting on resolutions specific to the Financing and duly provided all applicable notices under the regulations. The policies of the Canadian Securities Exchange apply to the Issuer and its Financing.

Mr. Kalt is an approved Control Person of the Issuer, such first term as defined by the policies of the Issuer's listed exchange and, where applicable, securities law.

The Acquiror now holds, on an aggregate direct and indirect basis, a total of 21,690,400 common shares of Rottenstone Gold, additional particulars of which are set out in the Early Warning Report herein referenced, and such 21,690,400 common shares represent approximately 79.64% of the 27,236,400 common shares that Rottenstone Gold currently has outstanding.

Mr. Kalt and/or corporate entities owned by him may acquire additional securities of the Issuer either on the open market or through private acquisitions or sell securities of the Issuer either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans or other relevant factors. Other than the foregoing, Mr. Kalt and/or corporate entities owned by him do not have plans or any future intentions which relate to or would result in any of the other foregoing matters.

"Ryan Kalt"

Ryan Kalt

The Form 62-103F1 - Required Disclosure under the Early Warning Requirements associated with this press

release can be obtained from SEDAR+ at www.sedarplus.ca. In the alternative, to obtain a copy of the report, please contact Mr. Kalt at 1.403.454.2984.

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

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