

Rackla Metals Inc. announces \$2.45 million non-brokered private placement

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[Rackla Metals Inc.](#) (TSX-V: RAK) (the "Company") is pleased to announce that it proposes to complete a non-brokered private placement financing to raise total gross proceeds of up to \$2.45 million (the "Offering"). The Offering will consist of a \$2.1 million charity flow-through unit offering (the "CFT Offering") at a price of \$0.21 per unit, and a \$350,000 hard-dollar unit offering (the "HD Offering") at a price of \$0.15 per unit.

Each unit will consist of one common share of the Company and one-half of a warrant, with each whole warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.15 for one year following the closing of the Offering. Each common share to be issued in the CFT Offering will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)).

The gross proceeds received by the Company under the CFT Offering will be used to incur eligible "Canadian exploration expenses" that qualify as Canadian exploration expenses and "flow-through mining expenditures" for the purposes of the Income Tax Act (Canada) on or before December 31, 2026 (or such other period as may be permissible under applicable tax legislation). Such gross proceeds will be renounced in favour of the purchasers under the CFT Offering with an effective date of not later than December 31, 2025, in the aggregate amount of not less than the total amount of the gross proceeds raised under the CFT Offering.

Management proposes to use the proceeds of the Offering for conducting exploration and drilling on the Company's Tombstone Gold Belt properties within the Selwyn Basin in the coming year, and for continuing investigations of additional mineral properties for acquisition. As well, proceeds from the HD Offering may be used for general working capital and corporate purposes.

The closing of the Offering is subject to receipt of approval of the TSX Venture Exchange.

The securities to be offered pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Rackla

Rackla Metals Inc. (TSX-V: RAK) is a Vancouver, Canada based junior gold exploration company. The Company is targeting Reduced Intrusion-Related Gold Systems (RIRGS) mineralization on the southeastern part of the Tombstone Gold Belt in eastern Yukon and western Northwest Territories. Management believes that this area, which is underexplored for RIRGS deposit types, has the potential to be the next frontier for their discovery.

ON BEHALF OF THE BOARD

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

Forward-Looking Information

Certain statements contained in this news release constitute forward-looking statements within the meaning of Canadian securities legislation. All statements included herein, other than statements of historical fact, are forward-looking statements and include, without limitation, statements about the Offering; the receipt of regulatory and other approvals for the Offering; the use of proceeds from the Offering; the ability of the Company to incur Canadian exploration expenses with the gross proceeds from the CFT Offering; the expected closing of the Offering; the Company's future exploration activities; and general business and economic conditions. Often, but not always, these forward looking statements can be identified by the use of words such as "estimate", "estimates", "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "upgraded", "offset", "limited", "contained", "reflecting", "containing", "remaining", "to be", "periodically", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by forward-looking statements. Such uncertainties and factors include, among others, whether stock exchange approval to the Offering will be obtained and the Offering will be completed as planned; changes in general economic conditions and financial markets; the Company or any joint venture partner not having the financial ability to meet its exploration and development goals; risks associated with the results of exploration and development activities, estimation of mineral resources and the geology, grade and continuity of mineral deposits; unanticipated costs and expenses; and such other risks detailed from time to time in the Company's quarterly and annual filings with securities regulators and available under the Company's profile on SEDAR+ at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking statements contained herein are based on the assumptions, beliefs, expectations and opinions of management, including but not limited to: that stock exchange approval to the Offering will be obtained and that the Offering will be completed as planned; that the Company's stated goals and planned exploration activities at its properties will be achieved; that there will be no material adverse change affecting the Company, its properties or its securities; and such other assumptions as set out herein. Forward-looking statements are made as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on forward-looking statements.

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