

Rottenstone Gold Inc. Closes Previously Announced Financing

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[Rottenstone Gold Inc.](#) ("Rottenstone Gold" or the "Corporation" or the "Issuer") is pleased to report that it has today closed a non-brokered common share unit financing (the "Financing") by way of the issuance of 2,000,000 units (the "Units") at a price of \$0.05 per Unit (see also news release by the Issuer dated April 30, 2025). Each Unit consisted of one common share of the Corporation (a "Share") and one transferrable common share purchase warrant (a "Warrant") that in turns entitles the holder of a Warrant, upon further payment to Rottenstone Gold, to acquire one additional common share of the Corporation (a "Warrant Share") at an exercise price of \$0.06 per Warrant Share on any date prior to the date which is sixty months following the closing date of the Financing. The Financing and its terms are governed by policies of the Canadian Securities Exchange, on which the Issuer is listed.

Rottenstone Gold intends to use the proceeds of the Financing for near-term working capital (the "Use of Proceeds").

There were no finder's fees paid by the Corporation under the Financing.

The Units issued under the Financing remain subject to any requisite regulatory approval and will be placed under a statutory hold period, being four-month and one day hold period pursuant to applicable securities laws of Canada.

Rottenstone Gold has 29,236,400 common shares issued and outstanding following completion of the Financing.

Rottenstone Project

Among other uses, the Company has deployed working capital during 2025 to stake incremental dispositions for its Rottenstone Project in Saskatchewan, including, as example, those activities highlighted within monthly activity reports filed by the Corporation and found on its CSE Disclosure Hall. In the ordinary course, the Corporation is continuing to evaluate areas that may, where appropriate, provide opportunity to augment its Rottenstone Project in a cost-effective manner, principally on a Crown fee basis. Rottenstone Gold favourably views its disposition holdings in Saskatchewan's Rottenstone Domain - from which it garners its corporate name - and is closely monitoring third-party developments in the region.

MI 61-101 Disclosure

One Insider of Rottenstone Gold (as that term is defined by securities regulations), being an Officer/Director, participated both directly and indirectly in the Financing, and purchased an aggregate of \$100,000.00 in Units from the Corporation. To public disclosure and during the past 12 months, the participating Insider has not received any cash compensation for his executive roles with the Corporation. The participation by such Insider, i.e. the provision of working capital to the Corporation through the Financing, is still 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, Aequitas 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 primarily focused on its district-scale Rottenstone Project in Saskatchewan (SK), through which it is a large disposition holder in the Rottenstone Domain.

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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