

Kingsmen Resources Raises \$1,135,000 in Non-Brokered Private Placement

21.05.2025 | [Newsfile](#)

Vancouver, May 21, 2025 - [Kingsmen Resources Ltd.](#) (TSXV: KNG) (OTCQB: KNGRF) (FSE: TUY) ("KINGSMEN" or the "COMPANY") is pleased to announce it has closed its non-brokered private placement financing (the "Private Placement") announced on April 15th and April 23rd, 2025. The Company raised gross proceeds of \$1,135,000 by issuing a total of 1,576,389 units (each a "Unit"), at a price of \$0.72 per Unit. Each Unit comprised one common share and one-half of a common share purchase warrant. Each whole warrant (a "Warrant") entitles the holder to purchase an additional common share at a price of \$1.05 for a period of two years from closing. Net proceeds will be used to further advance its Las Coloradas Silver/Gold project in Mexico and for working capital. A total of \$24,623 cash finders' fees were paid on a portion of the Private Placement. All securities issued in the Financing are subject to a four-month hold period and to all necessary regulatory approvals, including the final acceptance of the Exchange.

Certain insiders of the Company participated in the Private Placement and purchased 25,214 Units for a total of \$18,154. Participation of insiders in the offering constituted a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), but was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to the insider nor the consideration paid by the insiders exceeded 25% of the Company's market capitalization. None of the Company's directors expressed any contrary views or disagreements with respect to the foregoing. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of the insiders of the Company had not been confirmed at that time.

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

In the Company's news release of April 23rd 2025 the Company disclosed that it sponsored the Resource Stock Digest ("RSD") website. The principals of RSD are Nick Hodge and Gerardo Del Real. According to the Company's transfer agent the aggregate ownership of Messrs. Del Real and Hodge represent about 2% of the Company's outstanding shares, post closing.

About Kingsmen Resources

Kingsmen Resources is a mineral exploration company focused on advancing its 100% held Las Coloradas Project located in the prolific mining district of Parral Mexico. The project hosts the historic past producing high-grade silver mine, Las Coloradas. It is considered to be prospective for hosting further precious metal deposits, being on the same structural and stratigraphic belts that host numerous other, on-trend, high-grade deposits. In addition, the company has a 1% NSR on the Los Ricos North project operated by [GoGold Resources Inc.](#) in Mexico. The Company's leaders have extensive experience in the mining and financial sectors. Kingsmen is a publicly-traded company (TSXV: KNG) (OTCQB: KNGRF) and is headquartered in Vancouver, British Columbia.

On behalf of the Board,

"Scott Emerson"

Scott Emerson, President & CEO
Phone: 604- 685-9316
Email: se@kingsmenresources.com

Forward-Looking Statement:

Certain disclosure contained in this news release may constitute forward-looking information or forward-looking statements, within the meaning of Canadian securities laws. These statements may relate to this news release and other matters identified in the Company's public filings. In making the forward-looking statements the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. These risks and uncertainties include but are not limited to: the political environment in which the Company operates continuing to support the development and operation of mining projects; the threat associated with outbreaks of viruses and infectious diseases; risks related to negative publicity with respect to the Company or the mining industry in general; planned work programs; permitting; and community relations. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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