Earthwise Minerals Announces Private Placement

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VANCOUVER, June 19, 2025 - <u>Earthwise Minerals Corp.</u> (CSE:WISE) & (FSE:966) ("Earthwise" or the "Company") is pleased to announce that it intends to complete a non-brokered private placement financing (the "Offering") of up to 6,000,000 flow through common shares ("FT Share") at a price of \$0.04 per share and up to 7,000,000 non-flow through units ("NFT Units") at a price of \$0.03 per unit for gross proceeds of up to \$450,000.

Each NFT Unit shall consist of one common share in the authorized share structure of the Company ("NFT Share") and one common share purchase warrant ("NFT Warrant"). Each NFT Warrant will entitle the holder thereof to purchase one common share at an exercise price of \$0.05 for a period of 24 months from the date of issuance.

Each FT Share shall consist of one common share in the authorized share structure of the Company ("FT Share"). The FT Shares are intended to qualify as "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "Tax Act"). The gross proceeds from the sale of the FT Shares will be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures" as those terms are defined in the Tax Act, which the Company intends to renounce to the purchasers of the FT Shares

Completion of the Offering is subject to customary conditions, including regulatory approvals. All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day from the Closing Date.

The proceeds from the FT Offering will be used to advance the Company's exploration activities and continue unlocking value at the Iron Range Gold Property in British Columbia. The Company intends to use the proceeds from the NFT Offering for general working capital.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, or in any jurisdiction in which such offer, solicitation or sale would be unlawful

Changes to the Board of Directors

Earthwise is pleased to announce the appointment of Mateo Arcila to its Board of Directors. Mr. Arcila is an engineer with Master-level studies in Business Administration and Big Data. He brings more than a decade of experience in digital strategy, marketing, and business development, specializing in guiding growth-stage companies in Canada and abroad.

Mr. Arcila has supported both private and public issuers by leading digital-transformation initiatives, strengthening investor communications, and shaping data-driven growth strategies. His appointment enhances Earthwise's strategic positioning and stakeholder engagement as the Company advances exploration at its Iron Range Gold Project in British Columbia.

Earthwise is pleased to announce the appointment of Solomon Kasirye to its Board of Directors. Mr. Kasirye is a professionally registered geoscientist with over a decade experience at all stages of mining, and financial exposure. He has worked in various roles covering resource estimation, exploration, mine geology,

21.11.2025 Seite 1/3

commodity research, and equity research at leading global firms.

Mr. Kasirye is the Managing Director of SoloCore Solutions, a boutique consulting firm specializing in geology, mining due diligence, and investment advisory. He holds Master of Science degrees in Metal and Energy Finance (Imperial College London) and Mineral Resource Management (University of Free State), a Bachelor of Science (BSc) (Honours) degree in Geology from the University of the Witwatersrand, and a BSc degree in Geology & Computer Science from the University of Namibia.

Earthwise is pleased to announce the appointment of Ikavinder Deol, CPA to the position of Chief Financial Officer. Mrs. Deol has over six years experience working with junior mining companies, providing comprehensive accounting, financial reporting, and regulatory compliance services under IFRS. She currently holds the CPA designation working at Cross Davis & Company LLP, a Chartered Professional Accountant firm providing accounting and management services to publicly listed entities, primarily in the mining sector.

Earthwise announces the resignation of Abbey Olaiya from the Board of Directors and as Chief Financial Officer. We want to wish Mr. Olaiya the best in all future endeavors as his expertise will serve him well.

About Earthwise Minerals

Earthwise is focused on junior stage project acquisitions across Canada. For more information, review the Company's filings available at www.sedarplus.ca.

EARTHWISE MINERALS CORP., ON BEHALF OF THE BOARD

"Mark Luchinski"

Contact Information:

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Forward Looking Statements

This news release includes statements that constitute "forward-looking information" as defined under Canadian securities laws ("forward-looking statements") including, without limitation, statements respecting the Offering and the intended use of proceeds therefrom. Statements regarding future plans and objectives of the Company are forward looking statements that involve various degrees of risk. Forward-looking statements reflect management's current views with respect to possible future events and conditions and, by their nature, are subject to known and unknown risks and uncertainties, both general and specific to the Company. Although the Company believes the expectations expressed in its forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance, and actual outcomes may differ materially from those in forward-looking statements. Additional information regarding the various risks and uncertainties facing the Company are described in greater detail in the "Risk Factors" section of the Company's annual management's discussion and analysis and other continuous disclosure documents filed with the Canadian securities regulatory authorities which are available at www.sedarplus.ca. The Company undertakes no obligation to update forward-looking information except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking statements.

For more information, please contact Mark Luchinski, Chief Executive Officer and Director, at luch@luchccorp.com or (604) 506-6201.

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21.11.2025 Seite 2/3

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21.11.2025 Seite 3/3