

# Golden Shield Announces Close Of Over-subscribed Private Placement

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VANCOUVER, June 27, 2025 - [Golden Shield Resources Inc.](#) (CSE: GSRI) (FRA: 4LE0) (the "Company" or "Golden Shield") is pleased to announce that it has closed its over-subscribed financing (the "Financing") through the issuance of 6,596,333 common shares (the "Shares") of the Company at a price of \$0.15 per Share, for gross proceeds of \$989,450. No finder's fees were paid on the Financing.

The Company intends to use the net proceeds from the Offering corporate and general working capital purposes, as well as for exploration expenditures at the Company's Marudi Mountain Property.

Securities issued under the Offering are subject to a statutory hold period which will expire four months and one day from the date of closing of the Offering.

In connection with the Financing, insiders of the Company subscribed for 1,653,333 Shares and a former director subscribed for 24,000 Shares in a shares for debt exchange for an aggregate total of \$248,000 of debt fulfilled.

Each subscription under the Financing by an insider is considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company did not file a material change report more than 21 days before the expected closing date of the Financing as the details of the Financing and the participation therein by the insiders were not settled until shortly prior to the closing of the Offering, and the Company wished to close the Financing on an expedited basis for sound business reasons. The Company relied on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(b) of MI 61-101 as the Company is not listed or quoted on a "specified market" (as defined in MI 61-101). Additionally, the Company is exempt from the minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(1)(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves the insiders, was not more than, and from the minority shareholder approval requirements of MI 61-101 by virtue of section 5.7(a) of MI 61-101, given the fair market value of the Insider Subscription did not exceed 25% of the Company's market capitalization.

## About Golden Shield

Golden Shield Resources controls the 5,457-hectare, Marudi Mountain Property located in the Rupununi District of southwestern Guyana.

## Forward looking Statements

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this press release includes, but is not limited to, statements with respect to the Company's ability to complete the Offering on the terms and on the proposed closing timeline announced or at all and the use of proceeds of the Offering. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no

assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: early stage of Company development; mineral titles; aboriginal claims and consultation; surface rights; operating hazards and risks; speculative nature of mineral exploration; permits and government regulations; environmental and safety regulations and risks; competitive conditions in the mining industry; social and environmental activism; uninsurable risks; infrastructure; property interests; limited operating history; reliance on management; conflict of interest; liability for actions of employees, contractors and consultants; breach of confidentiality; reporting issuer status; no operating revenue; negative operating cash flow; requirement of substantial capital expenditures; additional financing; going concern risk; insurance policies may not be sufficient to cover all claims; claims and legal proceedings; internal control systems; if the Company cannot raise additional equity financing, then it may lose some or all of its property interests; general inflationary pressures; price of Common Shares; volatility of publicly traded securities; dilution; dividends; tax issues; retaining key personnel; privacy, data protection, and information security concerns, and data collection and transfer restrictions and related domestic or foreign regulations; anti-money laundering, anti-terrorism financing, anti-corruption and economic sanctions laws; negative publicity and sharing of information through social media; failure to develop, maintain, and enhance the Company's brand; management of growth; mergers or other strategic transactions involving the Company's competitors or customers; protection of the Company's proprietary rights; infringement of intellectual property; credit risk; acquisition of other companies; negative operating cash flow; requiring additional capital to support growth; judgments or estimates relating to the Company's critical accounting policies; complying with laws and regulations affecting public companies; regulatory requirements; adverse economic and market conditions; changes in technology; natural disasters, public health crises, political crises, or other catastrophic or adverse events; general economic conditions in Canada, the United States and globally; unanticipated operating events; fluctuations in currency rates; geopolitical risks; the availability of capital on acceptable terms; human error; the influence of third party stakeholders; the Company's discretion over the use of proceeds from financings; the Company's inability to maintain the listing of the Common Shares on a stock exchange; certain securities that the Company may issue not being listed on a stock exchange; the Company's compliance with evolving corporate governance and public disclosure regulations; changes in tax laws; and other risks.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

#### Contact

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Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

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