

# Earthwise Minerals Amends Private Placement Terms

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VANCOUVER, July 8, 2025 - [Earthwise Minerals Corp.](#) (CSE:WISE)(FSE:966) ("Earthwise" or the "Company") announces that it is amending the terms of its non-brokered private placement originally announced on June 19, 2025. The Company will now offer (the "FT Offering") flow-through units ("FT Unit") at a price of \$0.03 per unit, along with the previously announced offering (the "NFT Offering" and, together with the FT Offering, the "Offering") of non-flow through units ("NFT Units") at a price of \$0.03 per unit, for aggregate gross proceeds of up to \$450,000.

Each NFT Unit shall consist of one common share in the authorized share structure of the Company (an "NFT Share") and one common share purchase warrant (an "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 Unit shall consist of one common share in the authorized share structure of the Company (an "FT Share") and one-half of one common share purchase warrant ("FT Warrant"). Each FT 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. 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 Units.

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.

A portion of the Offering may be completed in accordance with the exemption set out in BC Instrument 45-536 Exemption from Prospectus Requirement for Certain Distributions Through an Investment Dealer and the corresponding blanket orders and rules in the other Canadian jurisdictions that have adopted the same or a similar exemption from the prospectus requirement (collectively, the "Investment Dealer Exemption"). The Investment Dealer Exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick to a person or company who has obtained advice regarding the suitability of the investment from a person registered as an investment dealer in such person's or company's jurisdiction. As required by the Investment Dealer Exemption, the Company confirms that, as of the date of this press release, there is no "material fact" or "material change" (as those terms are defined under applicable securities laws) related to the Company which has not been generally disclosed.

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.

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](http://www.sedarplus.ca).

EARTHWISE MINERALS CORP.,

ON BEHALF OF THE BOARD

"Mark Luchinski"

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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](http://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](mailto:luch@luchccorp.com) or (604) 506-6201.

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