

Kingman Minerals Ltd. Announces AGM Extension and Non-Brokered Private Placement

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Vancouver, July 11, 2025 - [Kingman Minerals Ltd.](#) (TSXV: KGS) (OTCQB: KGSSF) (FSE: 47A) ("Kingman" or the "Company") announces that, further to TSX Venture Exchange ("Exchange") review, the Company has received approval to extend the deadline to hold its Annual General Meeting ("AGM") to no later than October 21, 2025. The Company also announces its intention to complete a non-brokered private placement of up to \$504,000.00 (the "Offering").

The Financing

Subject to the approval of the TSX Venture Exchange (the "Exchange"), the Company intends to complete the Offering by issuing up to 7,200,000 units (each, a "Unit") at a price of \$0.07 per Unit. Each Unit will be comprised of one common share in the capital of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.09 per common share, for a period of 24 months from the date of closing of the Offering.

The Company may pay finder's fees equal to 6.0% of the gross proceeds and issue finder's warrants equal to 6.0% of the number of Units sold. The finder's warrants will entitle the holder to purchase one common share of the Company at an exercise price of \$0.09 for a period of 24 months.

The Company will use the net proceeds of the Offering for working capital and to advance preparation and permitting of an exploration plan at its flagship Mohave Project, inclusive of the historic Rosebud Mine in Arizona.

Closing of the Offering is subject to all applicable regulatory approvals, including approval of the Exchange. All securities issued under the Offering will be subject to a statutory hold period of four months and one day in accordance with applicable securities laws.

It is anticipated that certain insiders of the Company will acquire Units. Such participation will each be 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 Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Private Placement due to the fair market value of the related party participation being below 25% of the Company's market capitalization for purposes of MI 61-101.

Upcoming AGM

Under TSX Venture Exchange Policy 3.2, the Company was required to hold its Annual General Meeting (AGM) by August 21, 2025. To comply with this requirement while ensuring sufficient time for planning, the Company submitted a formal request to the Exchange to extend the deadline. The Exchange reviewed and approved this request, granting an extension to October 21, 2025.

This extension allows the Company to complete the necessary corporate, regulatory, and administrative preparations required to convene the AGM in compliance with applicable legislation and Exchange policies. As part of this process, the Company will establish and announce a formal record date, which defines the list of shareholders entitled to vote at the meeting. The Company will also prepare and distribute the official notice of meeting in accordance with statutory timelines and disclosure requirements.

This news 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 securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

ABOUT

Kingman Minerals Ltd. (TSXV: KGS) is a publicly traded exploration and development company focused on precious metals in North America. The company's flagship project is the fully owned historic Rosebud Mine, located in the Music Mountains, Mohave County, Arizona. High-grade gold and silver veins were discovered in the area in the 1880's and were mined mainly in the late 20's and 30's. Underground development on the Rosebud property included a 400-foot shaft and approximately 2,500 feet of drifts, raises and crosscuts. The Company believes that to explore the full potential of the area, drilling and sampling along strike and depth extensions of existing and additional vein structures is essential.

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward-Looking Information This news release contains "forward-looking information" within the meaning of applicable securities laws. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to statements with respect to: the terms of the Private Placement; the anticipated use of proceeds; the anticipated insider participation in the Private Placement; the completion of the Private Placement; and the approval of the TSX Venture Exchange.

All statements, other than statements of historical fact, included herein, constitutes forward-looking information. Although Kingman believes that the expectations reflected in such forward-looking information and/or information are reasonable, undue reliance should not be placed on forward-looking information since Kingman can give no assurance that such expectations will prove to be correct. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information, including the risks, uncertainties and other factors identified in Kingman's periodic filings with Canadian securities regulators. Forward-looking information are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking information. Important factors that could cause actual results to differ materially from Kingman's expectations include risks related to the completion of the Private Placement, including TSXV approval; risks associated with the business of Kingman; risks related to reliance on technical information provided by Kingman; risks related to exploration and potential development of the Company's mineral properties; business and economic

conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and First Nation groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as detailed from time to time and additional risks identified in Kingman's filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.com).

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