

Star Diamond Corporation Announces Results Of Special Meeting

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[Star Diamond Corp.](#) (the "Company") (TSX: DIAM) is pleased to announce the voting results on the items of business considered at the special meeting (the "Meeting") of holders ("Shareholders") of common shares ("Common Shares") of the Company held virtually today.

The Meeting was held in connection with the previously announced proposed private placement of units of the Company to Spirit Resources s.a.r.l. ("Spirit") for gross proceeds of Cdn. \$4,000,000 (the "Private Placement").

At the Meeting, Shareholders were asked to consider and approve: (i) a resolution of the Shareholders (excluding those Common Shares held by Spirit and its affiliates) to the waiver of the application of the Company's Amended and Restated Shareholder Rights plan dated May 30, 2023 (the "Shareholder Rights Plan") with respect to the Private Placement ("Waiver Resolution"); (ii) a resolution of the Shareholders (and the Shareholders excluding those Common Shares held by Spirit and its affiliates) approving the amendment and termination of the Shareholder Rights Plan ("Termination Resolution"); (iii) a resolution of the Shareholders (excluding those Common Shares held by Spirit and its affiliates) approving the issuance of Common Shares and Common Share purchase warrants on the terms of the Private Placement, including the Private Placement materially affecting control of the Company ("Private Placement Resolution"); and (iii) resolutions of the Shareholders approving the election of two individuals nominated by Spirit (Messrs. Al Gourley and Wayne Malouf) to the board of directors of the Company in connection with the completion of the Private Placement ("Election Resolutions"). Each such Shareholder resolution required approval of at least a majority of the votes cast on such resolution.

A total of 203,854,277 Common Shares, representing 32.707% of the Common Shares issued and outstanding, were represented in person or by proxy at the Meeting. Of that number, 142,732,467 Common Shares were held by Shareholders excluding Spirit and its affiliates.

The Company is pleased to announce that each resolution was approved at the Meeting. Detailed results of the votes cast at the Meeting are as follows:

No. Resolution	Votes For (%)	Votes Against (%)
1. Waiver Resolution ⁽¹⁾	133,195,066 (93.318 %)	9,537,401 (6.682 %)
2. Termination Resolution ⁽¹⁾	133,265,446 (93.367 %)	9,467,021 (6.633 %)
3. Private Placement Resolution ⁽²⁾	133,287,346 (93.383 %)	9,445,121 (6.617 %)
4. Election Resolution - Al Gourley	194,155,256 (95.242 %)	9,699,021 (4.758 %)
5. Election Resolution - Wayne Malouf	194,145,256 (95.237 %)	9,709,021 (4.763 %)

(1) Excluding Common Shares held by Spirit and any of its affiliates or associates, and any person acting jointly or in concert with Spirit. The voting results on the Termination Resolution including Common Shares held by Spirit were as follows: Votes For - 194,387,256 (95.356%); Votes Against - 9,467,021 (4.644%).

(2) Excluding Common Shares held by those Shareholders participating directly or indirectly in the Private Placement and of such Shareholders' associates and affiliates.

It is anticipated that the closing of the Private Placement will occur on or about July 31, 2025. Completion of

the Private Placement remains subject to a number of conditions, including but not limited to the final approval of the Toronto Stock Exchange (the "TSX") and to standard closing conditions for a transaction of this nature.

The offer and sale of the securities offered in the Private Placement has not been and will not be registered under the US Securities Act of 1933, as amended, or any state securities laws, and such securities may not be offered or sold in the United States absent registration or applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or in any jurisdiction in which the offer, sale or solicitation would be unlawful.

This news release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold within the United States unless an exemption from such registration is available.

About Star Diamond Corporation

The Company is a Canadian-based corporation engaged in the acquisition, exploration and development of mineral properties. Shares of the Company trade on the Toronto Stock Exchange under the trading symbol "DIAM". The Company's most significant asset is its interest in the Fort à la Corne property in central Saskatchewan. These diamondiferous kimberlites are located in close proximity to established infrastructure, including paved highways and the electrical power grid, which provide significant advantages for future mine development.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This press release contains "forward-looking statements" and/or "forward-looking information" (collectively, "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact, are forward-looking statements. The use of any of the words "anticipate", "plan", "aim", "target", "contemplate", "continue", "estimate", "expect", "intend", "propose", "might", "may", "will", "shall", "project", "should", "could", "would", "believe", "predict", "forecast", "pursue", "potential", "possible", "capable" and similar expressions are intended to identify "forward-looking statements". Forward-looking statements in this press release include, but are not limited to, expectations regarding the completion of the Private Placement, including with respect to obtaining regulatory approvals in connection therewith.

These forward-looking statements are based on the Company's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, the receipt of applicable regulatory approvals, availability of financing, the impact of changes in the laws and regulations regulating mining exploration, development, closure, judicial or regulatory judgments and legal proceedings and the additional risks described the Company's most recently filed Annual Information Form, and annual and interim MD&A.

Although management of the Company considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to the Company, those assumptions may prove to be incorrect. When making decisions with respect to the Company, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events.

The Company does not undertake any obligation to release publicly revisions to any forward-looking statement to reflect events or circumstances after the date of this release, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued forward-looking statement constitutes a reaffirmation of that statement. Continued reliance on forward-looking statements is at investors' own risk.

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