

# Pacific Ridge Announces Brokered Private Placement for Gross Proceeds of up to C\$4 Million

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Vancouver, August 18, 2025 - [Pacific Ridge Exploration Ltd.](#) (TSXV: PEX) (OTCQB: PEXZF) (FSE: PQWN) ("Pacific Ridge" or the "Company") is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. ("Red Cloud" or the "Agent") to act as sole agent and bookrunner in connection with a "best efforts" private placement (the "Marketed Offering") for aggregate gross proceeds of up to C\$4,000,000 from the sale of the following:

- up to 15,000,000 units of the Company (the "Units") at a price of C\$0.20 per Unit for gross proceeds of up to C\$3,000,000; and
- up to 4,347,826 flow-through units of the Company (the "FT Units", and together with the Units, the "Offered Units") at a price of C\$0.23 per FT Unit for gross proceeds of up to C\$1,000,000.

Each Unit will consist of one common share of the Company (a "Unit Share") and one common share purchase warrant (a "Warrant"). Each FT Unit will consist of one common share of the Company to be issued as a "flow-through share" (each, a "FT Share") within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Income Tax Act") and one Warrant.

Each Warrant will entitle the holder thereof to purchase one common share of the Company (a "Warrant Share") at a price of C\$0.28 at any time on or following the date that is 61 days following the Closing Date (as defined herein) until the date that is 36 months following the Closing Date.

The Company also grants the Agent an option, exercisable in full or in part up to 48 hours prior to the closing of the Marketed Offering, to raise up to an additional C\$1,000,000 in gross proceeds from the sale of any combination of Units and FT Units at their respective offering prices (the "Agent's Option"), subject to the maximum sale of 4,196,734 Units under the Agent's Option. The Marketed Offering and the securities issuable upon exercise of the Agent's Option shall be collectively referred to as the "Offering".

The Company intends to use the net proceeds of the Offering for continued drilling at the RDP copper-gold project and for a restart of drilling at the Kliyul copper-gold project, both located in British Columbia, as well as for general working capital and corporate purposes, as is more fully described in the Offering Document (as defined herein).

Gross proceeds from the sale of FT Shares will be used to incur resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and, provided the Income Tax Act is amended as proposed by the Department of Finance press release on March 3, 2025, "flow-through mining expenditures" as defined in subsection 127(9) of the Income Tax Act ("Qualifying Expenditure) and such Qualifying Expenditures will be renounced (on a pro rata basis) to each subscriber for FT Shares with an effective date of no later than December 31, 2025 in accordance with the Income Tax Act.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Units will be offered for sale to purchasers resident in the provinces of British Columbia, Alberta, Manitoba, Saskatchewan and Ontario pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing

Exemption"). The securities of the Company issuable from the sale of such Units are expected to be freely tradeable in accordance with applicable Canadian securities legislation if sold to purchasers resident in Canada. The Units may also be offered in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

The FT Units will be offered by way of the "accredited investor" and "minimum amount investment" exemptions under NI 45-106 in the Canadian Offering Jurisdictions. The securities of the Company issuable from the sale of such FT Units will be subject to a restriction period ending on the date that is four (4) months plus one day following the Closing Date, in accordance with applicable Canadian securities legislation.

There is an offering document (the "Offering Document") related to the Offering that can be accessed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at: [www.pacificridgeexploration.com](http://www.pacificridgeexploration.com). Prospective investors should read this Offering Document before making an investment decision.

The Offering is anticipated to close on or about August 29, 2025 or such other date as the Company and the Agent may agree (the "Closing Date"). Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange (the "TSXV").

The securities referred to in this news release have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements. "United States" and "U.S. person" have the respective meanings assigned in Regulation S under the U.S Securities Act.

#### About Pacific Ridge

A Fiore Group company, Pacific Ridge's goal is to become British Columbia's leading copper exploration company. The Kliyul copper-gold project, located in the prolific Quesnel terrane close to existing infrastructure, is the Company's flagship project. In addition to Kliyul, Pacific Ridge's project portfolio includes the RDP copper-gold project, the Chuchi copper-gold project, the Onjo copper-gold project, and the Redton copper-gold project, all located in B.C. The Company would like to acknowledge that its B.C. projects are in the traditional, ancestral and unceded territories of the Gitksan Nation, McLeod Lake Indian Band, Nak'azdli Whut'en, Takla Nation, and Tsay Keh Dene Nation.

On behalf of the Board of Directors,

"Blaine Monaghan"

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

Forward-Looking Information: This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, are forward-looking statements. In particular, this press release contains forward-looking information relating to, among other things, the Offering, the anticipated closing date of the Offering, the intended use of proceeds of the Offering, approval of the TSXV and the filing of the Offering Document. Although Pacific Ridge believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions; that Pacific Ridge and other parties will be able to satisfy stock exchange and other regulatory requirements in a timely manner; that TSXV approval will be granted in a timely manner subject only to standard conditions; that all conditions precedent to the completion of the Offering will be satisfied in a timely manner; the availability of financing for Pacific Ridge's proposed programs on reasonable terms, and the ability of third party service providers to deliver services in a timely manner. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Pacific Ridge does not assume any obligation to update or revise its forward-looking statements, whether because of new information, future events or otherwise, except as required by applicable law.

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