

Lode Gold Closes \$1.51 Million Upsized Private Placement

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Toronto, September 5, 2025 - [Lode Gold Resources Inc.](#) (TSXV: LOD) (OTCQB: LODFF) ("Lode Gold" or the "Company") is pleased to announce that it has now closed its previously announced non-brokered private placement offering for \$1.0 million (the "Offering"). In three tranches, the Company raised total gross proceeds of \$1,513,768 through the issuance of 8,409,825 units of the Company ("Unit") at a price of \$0.18 per Unit, (see related Company news first tranche, second tranche, and final tranche).

Each Unit consists of one common share of the Company ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant shall entitle the holder to purchase one Common Share at an exercise price of \$0.35 per share for a period of 36 months following the date of closing. The Company may accelerate the Warrant expiry date if the Company's shares trade at \$0.65 or more for a period of 10 days, including days where no trading occurs.

In conjunction with the private placement finder's fees of \$16,039 will be paid in cash and 89,100 Finders' Warrants will be issued. Each Finders' Warrant shall entitle the holder to purchase one Common Share of the Company at an exercise price of \$0.35 per share for a period of 36 months following the date of closing.

Insiders of the Company subscribed to 1,022,111 Units of the private placement.

All securities issued pursuant to this private placement, including common shares underlying the Warrants, are subject to a statutory hold period which expires 4 months from the date of closing.

The completion of the private placement remains subject to the final acceptance of the TSX Venture Exchange.

The proceeds raised from the Offering will go toward execution of the business plans for Lode Gold and its subsidiary, [Gold Orogen](#) (1475039 B.C. Ltd.).

Management Changes

Winfield Ding has resigned as the CFO with immediate effect. The Company has initiated a search for a new CFO and has identified several potential candidates for the position. Wayne Moorhouse has agreed to act as the Company's Acting CFO. Wayne has a wealth of senior company management experience including holding the position of CFO for Roxgold Inc. (TSXV), [Midnight Sun Mining Corp.](#) (TSXV), Genco Resources Inc. (TMX), Bluestar Gold (TSXV), and other private and public companies.

Construction Loan Extension

The Company has entered into an amending agreement with Romspen Investment Corporation (the "Lender") to extend the maturity date of a construction loan agreement. The new maturity date of the loan is October 31, 2025. In consideration for extending the maturity date of the loan, the Company will pay the Lender \$200,000 of interest owing consisting of \$100,000 to be paid in cash and \$100,000 to be paid in shares subject to final approval of the TSX Venture Exchange.

Legal Update

As part of the 2024 Restructuring and Growth Plans, a senior secured debt holder, aligned with the Company's new strategic direction, converted to become one of the largest shareholders, exceeding 19.9%. The former CEO resigned, citing change of control as the reason and proceeded to make a severance compensation claim. The Company disagreed that compensation is due as this debt holder is an existing key shareholder and a Director of the Board. A claim was filed and the court ruled in favor of the claimant for a

payment of \$222,469. The outcome will have no material impact on the Company's 2025 financial results as this amount had been accrued in the Company's accounting records in a prior period.

About Lode Gold

Lode Gold (TSXV: LOD) is an exploration and development company with projects in highly prospective and safe mining jurisdictions in Canada and the United States.

In Canada Lode Gold holds assets in the Yukon and New Brunswick. Lode Gold's Yukon assets are located on the southern portion of the prolific Tombstone Belt and cover approximately 99.5 km² across a 27 km strike. Over 4,500 m have been drilled on the Yukon assets with confirmed gold endowment and economic drill intercepts over 50 m. There are four reduced-intrusive targets (RIRGS), in addition to sedimentary-hosted orogenic exploration gold.

In New Brunswick, Lode Gold, through its subsidiary 1475039 B.C. Ltd., has created one of the largest land packages in the province with its Acadian Gold Joint Venture, consisting of an area that spans 445 km² with a 44 km strike. It has confirmed gold endowment with mineralized rhyolites.

In the United States, the Company is focused on its advanced exploration and development asset, the Fremont Mine in Mariposa, California. It has a recent 2025 NI 43-101 report and compliant MRE that can be accessed here <https://lode-gold.com/project/fremont-gold-usa/>

Fremont was previously mined until gold mining prohibition in WWII, when its mining license was suspended. Only 8% of the resource identified in the 2025 MRE has been extracted. This asset has exploration upside and is open at depth (three step-out holes at 1,300 m hit structure and were mineralized) and on strike. This is a brownfield project with over 43,000 m drilled, 23 km of underground workings and 14 adits. The project has excellent infrastructure with close access to electricity, water, state highways, railhead and port.

The Company recently completed an internal scoping study evaluating the potential to resume operations at Fremont based on 100% underground mining. Previously, in March 2023, the Company completed a Preliminary Economic Assessment ("PEA") in accordance with NI 43-101 which evaluated a mix of open pit and underground mining. The PEA and other technical reports prepared on the Company's properties are available on the Company's profile on SEDAR+ (www.sedarplus.ca) and the Company's website (www.lode-gold.com)

ON BEHALF OF THE COMPANY

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Cautionary Statement Regarding Forward-Looking Information

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.

This news release includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements with respect to the use of proceeds, advancement and completion of resource calculation, feasibility studies, and exploration plans and targets. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: the status of community relations and the security situation on site; general business and economic conditions; the availability of additional exploration and mineral project financing; the supply and demand for, inventories of, and the level and volatility of the prices of metals; relationships with strategic partners; the timing and receipt of governmental permits and approvals; the timing and receipt of community and landowner approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of drill results; the geology, grade and continuity of the Company's mineral deposits; the availability of equipment, skilled labour and services needed for the exploration and development of mineral properties; currency fluctuations; and impact of the COVID-19 pandemic.

There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include a deterioration of security on site or actions by the local community that inhibits access and/or the ability to productively work on site, actual exploration results, interpretation of metallurgical characteristics of the mineralization, changes in project parameters as plans continue to be refined, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, delays or inability to receive required approvals, unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or another infectious illness, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators, including those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/265413>

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