

Sanatana Resources Inc. Announces Closing of Transaction to Acquire Gold Strike One Project (Yukon) and Abitibi Property (Quebec)

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[Sanatana Resources Inc.](#) (TSXV: STA) ("Sanatana" or the "Company") has completed its previously announced transaction to acquire the Gold Strike One Project (Yukon) and the Abitibi Property (Quebec) (collectively, the "Acquired Assets") from LIRECA Resources Inc. ("LIRECA") and LIRECA's affiliate, Florin Resources Inc. (together with LIRECA, the "LIRECA Group"), as initially announced on July 3, 2025 (the "Acquisition"). The Acquisition constituted a non-arm's length "Reverse Takeover" for Sanatana, as such term is defined in TSX Venture Exchange ("TSX-V") Policy 5.2 - Change of Business and Reverse Takeovers ("Policy 5.2"). The Company continues to be a Tier 2 mining issuer on the TSX-V.

Peter Miles, CEO of the Company, commented: "With the closing of the acquisition of Gold Strike One, the Company strengthens its suite of projects and now holds a mineral tenure located less than 500 metres south of the southern extent of [Snowline Gold Corp.](#)'s Valley Deposit interpreted resource pit as defined in their preliminary economic assessment report filed July 30, 2025. Gold Strike One is within the Rogue Plutonic Complex region of the Tintina Gold Belt, Yukon. We look forward to the exploration of both Gold Strike One and Gold Strike Two and further to our news release dated August 7, 2025, we expect to see initial results from our summer exploration and due diligence program on Gold Strike Two within the next four to six weeks as the Company continues to consider other possible acquisitions to further strengthen its project portfolio."

John Fiorino, principal of the LIRECA Group, commented: "By accepting approximately 90% of the consideration for the transaction in escrowed equity of Sanatana, the LIRECA Group continues to demonstrate its confidence in the projects and our alignment with long-term shareholders."

Below is a summary of the Acquisition and the Concurrent Financing (as defined below and, together with the Acquisition, the "Transaction"). For further details of the Acquired Assets, the Transaction or the Company, please refer to as well as the Company's filing statement dated September 23, 2025 (the "Filing Statement"), a copy of which is available on the Company's SEDAR+ profile at www.sedarplus.ca.

Summary of the Acquisition

The Acquisition was completed pursuant to a purchase agreement dated July 1, 2025 (the "Definitive Agreement") between the Company and the LIRECA Group.

As consideration for the Acquired Assets, the Company (i) issued 24,745,620 common shares of the Company ("Common Shares") and paid \$1,800,000 cash to LIRECA as consideration for the Gold Strike One Project and (ii) paid \$200,000 cash to Florin as consideration for the Abitibi Property. The consideration is subject to certain bonus payments applicable in the event the Company publicly announces a resource estimate on any portion of the Acquired Assets, prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), that estimates the presence of Gold Ounces.

In connection with closing, the Company entered into certain royalty agreements (collectively, the "Royalty Agreements") with an affiliate of the LIRECA Group (the "Royalty Holder") in respect of the Acquired Assets providing for, among other things: (i) a 2% net smelter returns royalty and annual advance royalty in respect of the Gold Strike One Project; and (ii) a 3% net smelter returns royalty in respect of the Abitibi Property.

In connection with the Transaction, an aggregate of 33,240,458 Common Shares, 271,428 stock options exercisable for Common Shares and 1,573,571 warrants exercisable for Common Shares were deposited in escrow pursuant to escrow agreements executed by LIRECA and Peter Miles, all in accordance with TSX-V

Policies.

The LIRECA Group and the Royalty Holder are "related parties" (as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")) of the Company. Accordingly, the Acquisition, including the execution of the Royalty Agreements in connection therewith, are "related party transactions" (as defined in MI 61-101) and a "non-arm's length transaction" (as defined in TSX-V Policies). The Company relied on the exemption from the formal valuation requirements of MI 61-101 contained in section 5.5(b) of MI 61-101, as the Common Shares are not listed on a specified market; however, the Company was required to obtain minority shareholder approval in accordance with MI 61-101 and TSX-V Policies. On September 25, 2025, the Ontario Securities Commission issued a decision with respect to the Company's application for exemptive relief, pursuant to which the Company was exempted from the requirements in MI 61-101 to call a meeting of shareholders to consider the Acquisition and send an information circular to its shareholders in connection with such meeting (the "Exemptive Relief"). The Exemptive Relief provided that the Company was instead permitted to obtain minority shareholder approval for the Acquisition by way of written consent, which is also permitted by TSX-V Policy 5.2. Prior to closing of the Acquisition, the Company received written consents executed by shareholders holding 52.31% of the issued and outstanding Common Shares, excluding the Common Shares held by LIRECA and its affiliates.

Concurrent Financing

In connection with the Acquisition, the Company completed a non-brokered private placement of 7,939,495 units of the Company (each, a "Unit") at a price of \$0.60 per Unit for gross proceeds of \$4,763,697 (the "Concurrent Financing"). Each Unit comprises one Common Share and one-half of one share purchase warrant (each whole warrant, a "Warrant"). Each such Warrant entitles the holder to purchase one additional Common Share at a price of \$0.95 per share for a period of 36 months from the date of closing of the Concurrent Financing. Such Warrants are subject to an acceleration clause whereby if the closing price of the Common Shares on the principal market on which such shares trade is equal to or exceeds \$2.00 for 10 consecutive trading days (with the 10th such trading date hereafter referred to as the "Eligible Acceleration Date"), the Warrant expiry date shall accelerate to the date which is 30 calendar days following the date a news release is issued by the Company announcing the reduced Warrant term, provided, no more than five business days following the Eligible Acceleration Date: (i) the news release is issued; and (ii) notices are sent to all warrant holders.

In connection with the Concurrent Financing, the Company paid certain eligible finders an aggregate cash finders fee of \$122,431 and issued an aggregate of 204,052 share purchase warrants (the "Finders' Warrants"). Each such Finders' Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.95 per share for a period of 12 months from the date of closing of the Concurrent Financing.

The Company may elect to close an additional tranche of the Concurrent Financing, provided such closing occurs no later than October 4, 2025 and the aggregate Concurrent Financing remains below the maximum Concurrent Financing. In connection with any subsequent tranche, the Company may pay finders' fees to certain eligible arm's length parties in accordance with TSX-V Policies.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Name Change and Ticker Symbol

In connection with the transaction, the Company has submitted documentation to the TSX-V to change its name to "Gold Strike Resources Corp." and its ticker symbol to "GSR". Subject to the issuance of the Final Exchange Bulletin by the TSX-V, the name change and new ticker symbol are expected to be effective on or about October 8, 2025. Until such time, the Common Shares will continue trading under the ticker symbol "STA".

Directors and Officers

As previously announced, following completion of the Transaction, the directors and officers of the Company have remained unchanged. Peter Miles continues to be the Chief Executive Officer of the Company.

LIRECA has a right, but not the obligation, to nominate one director to the Company's board of directors (the "Board"), which nominee may be designated to act as the chair of the Board. As of the date hereof, LIRECA has not exercised such right.

Technical Information

The technical information in this news release was prepared under the supervision of David Kelsch P. Geo. Mr. Kelsch is a Qualified Person for the purposes of NI 43-101 and has reviewed and approved the technical information disclosed in this news release. Mr. Kelsch is independent of the Company for the purposes of NI 43-101.

About the Company

Sanatana Resources Inc. is a mineral exploration and development company focused on high-impact properties in Canada. With an award-winning technical team and experienced management and board of directors, Sanatana is based in Vancouver and is listed on the TSX Venture Exchange (TSXV: STA).

(signed) "Peter Miles"
Peter Miles
Chief Executive Officer

For additional information on the Company, please contact Mr. Peter Miles, Chief Executive Officer at (604) 408-6680 or email investor@sanatanaresources.com.

To be added to the email distribution list, please email ir@sanatanaresources.com with "Sanatana" in the subject line.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Acquisition and has neither approved nor disapproved the contents of this news release.

Cautionary Statements and "Forward-Looking" Information

This news release contains forward-looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward-looking statements. In particular, this news release contains forward-looking statements concerning the Transaction, including timing of the name change and the change in the Company's ticker symbol, the closing of an additional tranche of the Concurrent Financing, exploration results, and statements about the Company's future business plans including possible acquisitions.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward-looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with mineral exploration generally and results from anticipated and proposed exploration programs, conditions in the equity financing markets, and assumptions and risks regarding receipt of regulatory and shareholder approvals.

Management has provided the above summary of risks and assumptions related to forward-looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ

materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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

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