

Heritage Mining Announces Non-Brokered Private Placement of Units and Flow-Through Units

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[Heritage Mining Ltd.](#) (CSE:HML) (FRA:Y66) ("Heritage" or the "Company") is pleased to announce a non-brokered private placement (the "Offering") of units ("Units") and flow-through units ("FT Units") for gross proceeds of up to \$810,000.

Pursuant to the Offering, the Company intends to issue up to 10,000,000 Units of the Company at a price of \$0.025 per Unit, for aggregate gross proceeds of up to \$250,000, and up to 20,000,000 FT Units of the Company at a price of \$0.028 per FT Unit, for aggregate gross proceeds of up to \$560,000.

Each Unit will consist of one common share in the capital of the Company ("Common Share") and one Common Share purchase warrant (a "Warrant"). Each FT Unit will consist of one Common Share which will qualify as a "flow-through share" as defined in subsection 66(15) of the Income Tax Act (Canada) and one Warrant.

The gross proceeds from the FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as both terms are defined in the Income Tax Act (Canada). The Company also intends that such expenses incurred will be eligible for the Critical Mineral Exploration Tax Credit.

Each Warrant will entitle the holder to acquire one Common Share (each, a "Warrant Share") at an exercise price of \$0.05 per Warrant Share until 4:30 pm (Pacific Standard time) on that date that is 60 months from the closing date of the Offering (the "Expiry Time").

Closing of the Offering is expected to occur on or around November 28, 2025 (the "Closing Date"). The Offering is subject to all customary approvals. Proceeds of the Offering will be used to fund the Company's planned exploration and drilling programs on its Drayton-Black Lake Project and Contact Bay and general working capital. The securities issued pursuant to the Offering will be subject to a four month hold period under applicable securities laws. In connection with the Offering, certain finders may receive a cash fee and/or nontransferable finder warrants.

A Finder's Fee equal to 7% cash and compensation unit warrants ("Compensation Unit Warrants") equal to 7% of the gross proceeds of the sale of Units and FT Shares, as applicable, issued pursuant to the Offering may be payable on certain orders in accordance with CSE rules. Each Compensation Unit Warrant will entitle the holder to acquire one Common Share and one Warrant of the Company at an exercise price of \$0.05, for a period of 60 months following the Closing Date.

A Finder's Fee equal to 1.0% cash compensation on the number of Units or FT Shares, as applicable, issued pursuant to a President's list the Offering may be payable on certain orders in accordance with CSE rules.

"Heritage Mining Ltd. has secured lead orders totaling up to C\$550,000 from insiders, institutions, advisors, consultants, and existing shareholders. We are grateful for the continued support of existing stakeholders and look forward to closing the financing on or around November 28, 2025." Commented Peter Schloo, President, CEO, and Director.

ABOUT HERITAGE MINING LTD.

The Company is a Canadian mineral exploration company advancing its two high grade gold-silver-copper

projects in Northwestern Ontario. The Drayton-Black Lake and the Contact Bay projects are located near Sioux Lookout in the underexplored Eagle-Wabigoon-Manitou Greenstone Belt. The Scattergood project is located ~40km south of Dryden. Both projects benefit from a wealth of historic data, excellent site access and logistical support from the local community.

For further information, please contact:

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FORWARD-LOOKING STATEMENTS

This news release contains certain statements that constitute forward looking information within the meaning of applicable securities laws. These statements relate to future events of the Company. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "outlook" and similar expressions are not statements of historical fact and may be forward looking information. All statements, other than statements of historical fact, included herein are forward-looking statements.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks include, among others, the inherent risk of the mining industry; adverse economic and market developments; the risk that the Company will not be successful in completing additional acquisitions; risks relating to the estimation of mineral resources; the possibility that the Company's estimated burn rate may be higher than anticipated; risks of unexpected cost increases; risks of labour shortages; risks relating to exploration and development activities; risks relating to future prices of mineral resources; risks related to work site accidents, risks related to geological uncertainties and variations; risks related to government and community support of the Company's projects; risks related to global pandemics and other risks related to the mining industry. The Company believes that the expectations reflected in such forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. These statements speak only as of the date of this news release. The Company does not intend, and does not assume any obligation, to update any forward-looking information except as required by law.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities of the Company in Canada, the United States, or any other jurisdiction. Any such offer to sell or solicitation of an offer to buy the securities described herein will be made only pursuant to subscription documentation between the Company and prospective purchasers. Any such offering will be made in reliance upon exemptions from the prospectus and registration requirements under applicable securities laws, pursuant to a subscription agreement to be entered into by the Company and prospective investors.

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