

# North American Niobium and Critical Minerals Corp. Announces Private Placement of Flow-Through Shares

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Vancouver, Dec. 04, 2025 - North American Niobium and Critical Minerals Corp. (CSE: NIOB) (FSE: IOR) (OTCQB: NIOMF) ("North American Niobium" or the "Company") is pleased to announce that it will proceed with a non-brokered private placement of up to 689,655 flow-through common shares in the capital of the Company (the "FT Shares") at \$1.45 per FT Share for gross proceeds of up to \$1,000,000 (the "Offering"). Each FT Share will be issued as a "flow-through share" as defined in subsection 66(15) of the *Income Tax Act* (Canada) and in section 359.1 of the *Taxation Act* (Quebec) with respect to purchasers in Quebec.

In connection with the Offering, the Company will pay finders' fees of up to 7.0% of the gross proceeds raised by the Company from the sale of FT Shares to subscribers directly introduced to the Company by eligible finders. In addition, the Company will issue to eligible finders non-transferable finders' warrants of up to 7.0% of the number of FT Shares sold in the Offering. Each finders' warrant will entitle the holder to acquire one non-flow-through common shares in the capital of the Company (a "Share") at a price of \$1.45 per Share for a period of 24 months from the date of issuance, all in accordance with the policies of the Canadian Securities Exchange ("CSE").

The gross proceeds from the issuance of the FT Shares will be used to incur eligible "Canadian exploration expenses" in Quebec that qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the *Income Tax Act* (Canada). The Company has agreed to renounce such qualifying expenditures with an effective date of no later than December 31, 2025, in an amount of not less than the total amount of the gross proceeds raised from the issuance of FT Shares and incur such expenses by December 31, 2026.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. The Offering is not subject to a minimum aggregate amount of subscriptions. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation and the policies of the CSE.

"This flow-through financing provides us with the resources to advance our exploration programs in Quebec in a meaningful way," said Murray Nye, Chief Executive Officer of North American Niobium. "We're encouraged by the strong investor interest and look forward to accelerating work on our properties as we continue to unlock the potential of our critical minerals portfolio."

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

ABOUT [NORTH AMERICAN NIOBIUM AND CRITICAL MINERALS CORP.](#)

[North American Niobium and Critical Minerals Corp.](#) is a North American mineral exploration company focused on the acquisition and development of precious, base, and critical mineral assets. Its portfolio includes the Silver Lake property in British Columbia's Omineca Mining Division and a recently acquired land package in Quebec's Grenville Province. The Quebec properties add exposure to rare earth elements (REE), niobium (Nb), and nickel-copper (Ni-Cu) occurrences, expanding the Company's footprint into critical

minerals that are strategically important for energy and defense applications.

ON BEHALF OF THE BOARD OF DIRECTORS:

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CSE: NIOB  
OTCQB: NIOMF  
FSE:IOR

*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release and has neither approved nor disapproved the contents of this press release.*

Forward-Looking Statements

*This news release includes "forward-looking information" that is subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company. Forward-looking statements may include but are not limited to, statements relating to the completion of the Offering on the terms described herein or at all, and the use of proceeds and available funds following the completion of the Offering and are subject to all of the risks and uncertainties normally incident to such events. Investors are cautioned that any such statements are not guarantees of future events and that actual events or developments may differ materially from those projected in the forward-looking statements. Such forward-looking statements represent management's best judgment based on information currently available. No securities regulatory authority has either approved or disapproved of the contents of this news release. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, except as may be required by law.*

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