

Rottenstone Gold Inc. Announces Proposed Acquisition of Royalties and Repositioning as Silver Royalties

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[Rottenstone Gold Inc.](#) - (CSE: SK) - ("Rottenstone Gold" or the "Corporation" or the "Issuer") is pleased to announce that it has entered into a binding agreement dated December 9, 2025 with non-arm's-length parties (the "Vendors") to acquire various royalty interests (the "Royalty Acquisition"), along with the announcement of other below described corporate intentions revolving around the same.

Acquisition of Royalties

Under the terms of the transaction, the Issuer intends to acquire numerous royalties on projects collectively operated by (1) Kinross Gold Corporation ("Kinross"), (2) SSR Mining Inc. ("SSR"), (3) NexGold Mining Corp. ("NexGold"), (4) Champion Iron Limited ("Champion"), (5) Orano Canada Inc. ("Orano") and (6) Cameco Corp. ("Cameco") (Kinross, SSR, NexGold, Champion, Orano and Cameco collectively, the "Operators").

The royalties and the Operators are:

1) A royalty interest (the "Great Bear Royalty") on certain areas of the Great Bear Project in Ontario, Canada operated by Kinross, represented by a 0.75% NSR covering approximately 570 ha of mining leases and approximately 1,241 ha of mining claims;

2) Certain royalty interests (the "Seabee Royalties") on certain areas of the Seabee Gold Project in Saskatchewan, Canada operated by SSR, represented by a 2% NSR covering approximately 8,873 ha of mineral dispositions and a 0.5% NSR covering approximately 2,832 ha of mineral dispositions.

3) Certain royalty interests (the "Goldboro Royalties") on certain areas of the Goldboro Gold Project in Nova Scotia, Canada operated by NexGold, represented by 2.0% GSRs covering approximately 10,848 ha of mineral dispositions.

4) A royalty interest (the "Bloom Lake East Royalty") on certain areas of the Bloom Lake East Iron Project in Labrador, Canada operated by Champion (and/or its subsidiary, Quebec Iron Ore), represented by a 1% GSR covering approximately 3,800 ha of mineral claims;

5) Certain royalty interests (the "Preston Royalties") on the Preston Uranium Project in Saskatchewan, Canada operated by Orano, represented by certain NSR royalty interests ranging from 1.4% to 2.0% covering approximately 49,635 ha of mineral dispositions; and

6) A royalty interest (the "WAB Royalty") on certain areas of a Western Athabasca Basin project in Saskatchewan, Canada operated by Cameco, represented by a 1% GSR covering approximately 5,859 ha of mineral dispositions;

(the Great Bear Royalty, the Seabee Royalties, the Goldboro Royalties, the Bloom Lake East Royalty, the Preston Royalties and the WAB Royalty, collectively, the "Royalties").

The aforementioned Royalties are derived from underlying agreements operated by third parties. Accordingly, the Issuer is not disclosing any current mineral resources or mineral reserves in respect of the Operators' projects in this news release or otherwise. Readers are encouraged to refer to the Operators'

public disclosures for available information regarding underlying projects.

Terms and Related Party

The Issuer intends to acquire the Royalties on an all-stock basis, with the agreement underlying the Royalty Acquisition entered into with parties related to the Issuer. As such, and among other measures, a fair market value ("FMV") on the Royalties was independently determined and supported through a recent comprehensive valuation report, which was prepared by an arm's-length valuation firm having expertise in such matters. To the same, and having consideration to its last traded market price, the Issuer plans to issue 93,225,807 common shares (the "Consideration Shares") to satisfy the FMV of the Royalties.

As at the date hereof, the Issuer has 29,236,400 common shares issued and outstanding.

No finder's fees are payable in connection with the Royalty Acquisition, nor with any other matter discussed herein.

The transaction proposed (which remains subject to conditions) and matters herein discussed have been approved by the independent Directors of the Issuer, with the related party disclosing and abstaining in the process. Certain arm's-length transaction-related expenses shall be paid for by the Issuer.

The Royalty Acquisition remains subject to various conditions including completion of satisfactory due diligence, requisite approval(s) by the Issuer's listed exchange, the satisfaction of various legal, tax and regulatory matters and shareholder approval of the Royalty Acquisition by way of a disinterested shareholder vote expected in the first quarter of 2026.

The full pro-forma capitalization of the Issuer, including the expected share ownership of the Vendors following completion of the Royalty Acquisition, will be further set out in the information circular to be mailed to shareholders in connection, inter alia, with disinterested shareholder approval of the Royalty Acquisition. If the Royalty Acquisition is approved by disinterested shareholders, the Consideration Shares are expected to be issued pursuant to available prospectus exemptions and are anticipated to be subject to applicable resale restrictions under Canadian securities laws, as well as any escrow or hold requirements that may be additionally imposed by the Canadian Securities Exchange (the "CSE"), which is the listed exchange of the Issuer.

Corporate Strategy for the Royalties

The Royalties are expected to provide durable project coverage to well-funded and institutional-grade project proponents, each of whom has the indirect capacity to further such royalty interests, by way of the underlying projects, to the forward benefit of the Issuer and its shareholders. Given the portfolio-effect, such benefit would prospectively accrue across a geographically diverse, multi-operator context presently exceeding 200,000 acres. The Issuer believes that a large-scale mining lands royalty portfolio operated by high-quality project proponents will occupy a unique market position within the public royalty marketplace, notably in the pro-forma capitalization segment of the Issuer.

Strategically, if the Royalty Acquisition is successfully completed, the Issuer would transform into a strong royalty market participant that is principally focused at the outset on mining majors and the lands selectively chosen by those mining majors for exploration and development.

Furthermore, the arm's-length determined FMV of the Royalties is majority-ascribed by independent valuation to gold and silver royalty interests, weighing the prospective forward-asset value of the Issuer to that of a precious metals royalty company.

If the matters discussed herein are successfully completed, the Issuer also intends to pursue additional royalty interests over time, including where complimentary to the nature of the inaugural royalty positioning provided by the tier-one Operators and the forward-moving royalty platform that the uniqueness of the Royalties serves to launch.

Change of Business

The Issuer anticipates that the Royalty Acquisition will, if successfully completed, constitute a fundamental change with a resulting change of business (the "Change of Business") in the Issuer and its operations.

As a result, the Issuer expects to maintain a trading-halt on its listed securities until such time as the matters described herein are successfully completed, or the Royalty Acquisition is otherwise terminated or discontinued.

With respect to the expected Change of Business, the Issuer has significant management and board experience in the mining royalty industry, including through individuals who previously built and then sold publicly-listed [Gold Royalties Corp.](#) ("Gold Royalties") to Sandstorm Gold Ltd. (recently acquired by Royal Gold Inc.), and the past establishment within Gold Royalties of a royalty acquisition agreement with [Franco-Nevada Corp.](#), the details of which are public record. Such management and board expertise is expected to be leveraged by the Issuer moving-forward, including in conjunction with the next discussed section.

Name Change to Silver Royalties

If the Royalty Acquisition and Change of Business are successfully approved and completed, the Issuer intends to adopt, substantively or fully, the name of its existing wholly owned subsidiary, Silver Royalties Corp., either by amalgamation or otherwise, with said or like name being the Issuer's forward name of business (the "Name Change").

The Issuer believes that such a resulting corporate brand (Silver Royalties), in combination with the Royalties and their Operators, offers strong inaugural positioning under which to advance a publicly listed royalty company, particularly in a robust precious metals market.

If the corporate items outlined in this news release are successfully completed, the Issuer anticipates that it will also seek and assume a new trading symbol and new ISIN/CUSIP numbers in tandem with its resumption of trade, details of which would be provided, if applicable, in due course.

Special Meeting

In addition to various regulatory matters related to the Royalty Acquisition and the Change of Business, the Issuer will be preparing an information circular, and setting the date of a special shareholder meeting, at which disinterested shareholders will be given the right to determine if the Royalty Acquisition proceeds.

Notice of the special meeting, which may also include ordinary business by way of a regular component, and the delivery of pertinent materials, will be provided in due course.

Multilateral Instrument 61-101 Disclosure

The Royalty Acquisition is expected to constitute a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as the Vendors are non-arm's-length parties to the Issuer. In accordance with MI 61-101, the Issuer has obtained an independent valuation of the Royalties from an arm's-length valuator with expertise in mining royalty interests. The independent directors of the Issuer have approved the Royalty Acquisition, with any interested director having disclosed their interest and abstained from deliberations and approval. The Royalty Acquisition will be subject to approval by disinterested shareholders of the Issuer at a special meeting expected to be held in the first quarter of 2026, and full particulars of the transaction and a description of any MI 61-101 exemptions relied upon, will be included in the Issuer's information circular.

In addition to procedures under MI 61-101, CSE approval is also required for completion of the Royalty

Acquisition.

Qualified Person

Antonio Carteri, P.Geo., and a "Qualified Person" as defined by NI 43-101, has reviewed and approved the technical information contained in this news release. Mr. Carteri is a Director of the Issuer. For purposes of disclosure pertaining to this news release, Mr. Carteri is arm's-length of the Vendors.

Risks & Uncertainties

The Issuer is subject to a large number of risks and uncertainties, including those risks and uncertainties set out in public filings made by the Issuer, such as those identified in public filings available on SEDAR+ (www.sedarplus.ca), as well as through those materials filed at the Issuer's regulatory-obliged Disclosure Hall on the CSE website (<https://thecse.com/listings/rottenstone-gold-inc/>).

About Rottenstone Gold Inc. - CSE:SK

Rottenstone Gold is a Vancouver-based junior mining company. Traded on the CSE under the symbol "SK", the Corporation holds the district-scale Rottenstone Project in Saskatchewan, Canada, through which it is a large disposition holder in the Rottenstone Domain. For more information, visit <http://www.rottenstonegold.com>

The Corporation also holds all outstanding equity of its subsidiary, Silver Royalties Corp. For more information, visit <http://www.silverroyalties.com>

On Behalf of the Board of Directors

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Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Canadian securities laws. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words "anticipate," "expect," "suggest," "plan," "believe," "intend," "intention" "estimate," "target," "project," "should," "could," "would," "may," "will," "forecast" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties, including but not limited to matters related to matters discussed in this news release, including the completion, if any, of the Royalty Acquisition, developments, if any, as relate to the Royalties, satisfaction, if any, of conditions required for the Change of Business, including without limitation both shareholder and regulatory approvals, and completion, if any, of the Name Change, as well as risks and uncertainties to all ancillary matters related to the aforementioned. Actual results may differ materially from those currently expected or forecast in such statements.

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

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