

Naughty Ventures Corp. Announces Private Placement of Flow-Through Units

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[Naughty Ventures Corp.](#) (CSE: BAD) (OTC Pink: YORKF) (FSE: 5DE0) ("Naughty Ventures" or the "Company") announces a non-brokered private placement "Flow-Through" financing of 2,000,000 units ("FT Units") at \$0.10 per Unit for gross proceeds of \$200,000. Each FT Unit will consist of one common share issued as a "flow-through share" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (each, a "FT Share") and one transferable common share purchase warrant (each whole warrant, a "FT Warrant"). Each FT Warrant will entitle the holder to acquire one common share at a price of C\$0.15 for a period of 36 months from issuance (the "Private Placement").

Mr. Blair Naughty, CEO and President of the Company, will subscribe for the entire Private Placement. Upon closing of the Private Placement, Mr. Naughty's investment combined with his existing holdings will further increase his equity stake in the Company, currently at 20.93% to approximately 22.95%.

Mr. Naughty is an insider of the Company and, as such, his participation in the Private Placement is a related-party transaction under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to related-party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the shares to be purchased on behalf of Mr. Naughty nor the consideration to be paid by him exceeds 25% of the Company's market capitalization.

The proceeds from the sale of FT Units will be used to incur eligible "Canadian exploration expenses" on the Company's Canadian mineral properties, with all qualifying expenditures renounced to the subscriber effective December 31, 2026.

About Naughty Ventures

Naughty Ventures Corp. is a Canadian venture investment and mineral exploration company focused on early-stage mineral projects with significant discovery potential.. Naughty Ventures is focused on acquiring, developing and strategically positioning mineral assets with strong value potential as well as investing in private and public companies with significant potential, exceptional management and/or high growth potential that may be strategically positioned in the global market. The Company is committed to identifying and advancing the world's next great mineral assets.

Naughty Ventures Corp. - BAD Come to Find the World's Next Mine.

On Behalf of the Board of Directors,

"Blair Naughty"

CEO and President

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Forward-Looking Statements

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends", "believes" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws.

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